RESPONSE TO REQUEST FOR PROPOSALS TO PROVIDE REDEVELOPMENT SERVICES

to the

BOROUGH OF ROSELLE PARK

NOVEMBER 30, 2018

Submitted By

McMANIMON, SCOTLAND & BAUMANN, LLC

75 Livingston Avenue, Second Floor Roseland, New Jersey 07068 Telephone: (973) 622-1800 Telecopy: (973) 622-7333

E-Mail Address: jbaumann@msbnj.com



November 30, 2018

(Original & One CD)
Andrew Casais, RMC, QPA
Qualified Purchasing Agent
Borough of Roselle Park
110 East Westfield Avenue
Roselle Park, NJ 07204

Re: Proposal of McManimon, Scotland & Baumann, LLC for

Redevelopment Attorney Services

Dear Mr. Casais:

Thank you for the opportunity to present this proposal to continue to serve the Borough of Roselle Park (the "Borough") as Redevelopment Counsel in compliance with your fair and open process. The following information will explain our background and experience and the services we can provide. We will be happy to provide you with any additional information you might need and to discuss further the needs of the Borough and our ability to meet those needs.

Thank you for the opportunity to submit this for consideration, and we look forward to helping you achieve your goals. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Joseph P. Baumann, Jr.

SUBMISSION CHECKLIST

	THE FOLLOWING ITEMS, AS INDICATED BELOW \boxtimes , SHALL BE PROVIDED WITH THE RECEIPT OF SEALED SUBMISSIONS	Initial Here
\boxtimes	Completed RFP Checklist	TAB
\boxtimes	Completed Submission Form / Qualification Statement	TRB
\boxtimes	Statement of Ownership Disclosure	TOB
\boxtimes	Non-Collusion Affidavit	40B
\boxtimes	Required EEO/Affirmative Action Evidence & Signed Compliance Notice	J10
\boxtimes	Acknowledgement of Americans with Disabilities Act Language of 1990	TOB
\boxtimes	Disclosure of Investment Activities in Iran	TPB
\boxtimes	Insurance Requirement Acknowledgement Form	APR
\boxtimes	Certification Regarding Political Contributions	JPB
\boxtimes	New Jersey Business Registration Certificate of Vendor	TEB
\boxtimes	W-9 of Vendor	TOO
		417

This checklist is provided for vendor's use in assuring compliance with required documentation; however, it does not include all submission requirements and does not relieve the vendor of the need to read and comply with the RFP.

Name of Vendor: McManimon, Scotland & Baumann, LLC	Date: 1/29/18
Signature: X. OPPAP Bar	
Signature. A. Of M.	
Print Name: Joseph P. Baumann, Jr.	
Title: Member	

SUBMISSION FORM/QUALIFICATION STATEMENT

1. Names and roles of the individuals who will perform the services and description of their education and experience with projects similar to the services contained herein:

Biographies for the Firm attorneys who devote substantially all of their time to the redevelopment practice are attached. Our Firm has worked extensively with the provisions of the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq. ("Redevelopment Law") and its predecessor laws in assisting municipalities, redevelopment agencies and other public entities in developing, implementing and financing redevelopment projects, including the negotiation of, among others, redevelopment agreements. As discussed below, our Firm has served as special redevelopment counsel to various municipalities and agencies throughout this State. A representative list of our redevelopment clients is attached and made a part of this proposal.

2. References and record of success of same or similar service:

A list of the Firm's references is attached. McManimon, Scotland & Baumann, LLC has extensive experience and expertise in redevelopment matters including the creation of redevelopment agencies, the designation of areas in need of redevelopment (*N.J.S.A.* 40A:12A-6) or areas in need of rehabilitation (*N.J.S.A.* 40A:12A-14), assistance in the preparation of redevelopment plans and requests for qualifications and requests for proposals for the selection of redevelopers, the negotiation of redevelopment agreements, transfer, lease and easement agreements, and use and occupancy agreements, the structuring and financing of redevelopment projects, and handling land use and transactional matters associated with redevelopment.

At least fifteen attorneys at the Firm spend a considerable portion of their time handling redevelopment matters at all levels of complexity. A review of our website at www.msbnj.com will provide an overview of the myriad types of projects completed by the Firm.

SUBMISSION FORM/QUALIFICATION STATEMENT

In the City of Bayonne, we worked on a multidisciplinary redevelopment project that involved the remediation of a former petroleum waste lagoon into a 356,000 sq. ft. "power center" with WalMart as an anchor tenant. Our Firm worked closely with the City of Bayonne to structure and implement the redevelopment process and also negotiate the terms of a redevelopment agreement, financial agreement and various other agreements and documents to incentivize and facilitate the development. The entire process spanned over 6 years and involved the participation of 10 different public entities, over 80 public votes, over 23 public approvals and lawsuits. The project also included the issuance of tax-exempt bonds financed through the Hudson County Improvement Authority and the New Jersey Environmental Infrastructure Trust, secured, in part through payments in lieu of taxes.

In Newark, McManimon, Scotland & Baumann, LLC served as redevelopment counsel to the Housing Authority of the City of Newark which implemented the Downtown Core Redevelopment Project consisting of the acquisition, development and construction of the Prudential Center. In its role as redevelopment counsel, the Firm also assisted in the structuring and issuance of \$200,420,000 in bonds to help finance the project development.

Similarly, the Firm represents private developers in complex redevelopment projects; a role that allows us to provide insight to our public clients as to the perspectives of their private partners. Examples of this type of experience includes our representation of Triple 5 on the American Dream Project, a 22-acre project in the New Jersey Meadowlands that will include an indoor ski hill, glass-domed indoor amusement and water parks, 26-screen movie theatre, performing arts center, skating rinks, miniature golf, children's museum, restaurants and retail space. We also represent the Skymark Development Company and its partners in the development of a 55-acre mixed-use project in Ridgefield Park that will consist of approximately 950 residential units, 200 luxury residential units, a 300-room luxury hotel, over 660,750 sq. ft. of retail space, plus self-storage and parking.

Our Firm is at the leading edge of redevelopment and rehabilitation in New Jersey and we have used our experience to assist our clients in finding creative solutions to ending blight while incentivizing

SUBMISSION FORM/QUALIFICATION STATEMENT

economic revitalization. A small sampling of the public or private clients for which we currently serve as special redevelopment counsel or have provided redevelopment related legal services include: the City of Asbury Park, the Township of Berkeley Heights, the Township of Bridgewater, the Jersey City Redevelopment Agency, the Township of Montclair, the Town of Newton, Princeton, RBH-TRB Holdings (Teachers Village), the Township of South Orange Village, the Township of Springfield, the City of Trenton, Triple 5 (American Dream at the Meadowlands) and the Borough of Wharton. Attached please find a representative list of the Firm's redevelopment clients.

3. Description of ability to provide the services in a timely fashion (including staffing, familiarity and location of key staff):

McManimon, Scotland & Baumann, LLC has 13 members, 21 partners, 6 counsel and 11 associates. The Firm's main office is headquartered in Roseland and also has an office located at 1037 Raymond Boulevard, Newark, New Jersey 07102, 222 West State Street, Trenton, New Jersey 08607 and at 427 Riverview Plaza, Trenton, New Jersey 08611. Our Roseland, Newark and Trenton locations allow attorneys of our Firm to quickly accommodate any request to attend meetings or other events. Our attorneys have always been committed to traveling to meet the needs of our clients. The Firm is governed by an executive committee comprised of the Chairperson, Joseph P. Baumann, Jr. and members, Glenn F. Scotland, Matthew D. Jessup, Leah Sandbank and William W. Northgrave.

Cost details, including the hourly rates of each of the individuals who will perform services, and all expenses:

A proposed form of fee agreement is attached.

Note: SEE ADDITIONAL SHEETS ATTACHED.

Firm McManimon, Scotland & Baumann, LLC	Date:
Authorized Representative (Print):Joseph P. Baum	nann, Jr.
Signature: Ti	itle: <u>Member</u>
Telephone #: 973-622-5259 Fa	ax #: 973-622-3744

PILOT Experience. McManimon, Scotland & Baumann, LLC has also broken new ground in the area of Long Term Tax Exemption, 5 Year Tax Abatement and related redevelopment financing options. Using a myriad of sophisticated tools including payments in lieu of taxes (PILOTs) and redevelopment area bonds secured by PILOTs, we have assisted our clients in addressing funding gaps to make needed projects financially feasible. This record of achievement is unparalleled by other law firms and makes us uniquely qualified to assist the Borough. We served as bond counsel to the New Jersey Economic Development Authority (NJEDA) in the first PILOT-secured transaction in the State when the NJEDA financed roadway and infrastructure improvements. These improvements facilitated and were critical to the development of the Jersey Gardens Mall in Elizabeth. In this transaction, the financing was sold without the benefit of credit support from any municipality. In September, 2006, we represented Carteret and the Carteret Redevelopment Agency in financing \$38,000,000 in funds to help redevelop environmentally challenged lands located within the Borough through the New Jersey Environmental Infrastructure Trust. We were also fortunate to represent the City of Millville in gaining regulatory approval to establish New Jersey's first and only revenue allocation district and structuring a financing to improve the City's downtown and riverfront districts.

We have also served as bond counsel to the Hudson County Improvement Authority in a PILOT-secured financing to acquire land that serves as the site for the Red Bull's Soccer Stadium in Harrison. PILOT-backed financings led to the renovation of Newark's first market rate rental housing in a decade, the construction of a shared parking deck in downtown Montclair, much-needed infrastructure and roads to support the reuse of an abandoned industrial factory in Hamilton, and the construction of needed roadway improvements to support the construction of millions of square feet of warehouse development in Woodbridge. While all of these projects involved the use of PILOTs as security, each involved unique structures and negotiations that progressed over several months or years. During that time, McManimon, Scotland & Baumann, LLC attorneys provided direct, high-level advice so that local decision makers understood the choices involved, led negotiating teams in protecting our client's interests and maximized the flexibility permitted under the law to structure transactions that could be sold to the bond markets. We look forward to bringing this approach to the Borough and using our considerable experience on behalf of the Borough.

Affordable Housing Experience, Reputation and Knowledge. Our Firm has extensive knowledge and experience in assisting and advising our municipal clients regarding their housing obligations and responsibilities under the Fair Housing Act, NJSA 52:27D-301 and the Council on Affordable Housing ("COAH"). In the wake of the New Jersey Supreme Court's March 2015 Order In re Adoption of N.J.A.C. 5:96 & 5:97 by the New Jersey Council on Affordable Housing, 221 N.J. 1 (2015), municipalities have had to turn to the courts to determine whether their housing plans are constitutionally compliant and to address the myriad of issues that have been raised in addressing their housing obligations. Our Firm serves as counsel to several municipalities in this regard. We have filed and are pursuing on their behalf, declaratory judgment and compliance actions as required by the courts. Our Firm also provides assistance and guidance regarding the development or revision to their Housing Element and Fair Share Plans, and has engaged in negotiations and settlements with intervener defendants and the Fair Share Housing Center, as applicable, and any other objectors or interested parties that may be involved. In addition, the Firm works closely with the Consortium of municipal counsel throughout the State in addressing affordable housing issues of common concern and remain up to date and informed on all pending actions and decisions in courts throughout the State and their potential impact on our clients.

Eminent Domain/Condemnation. We serve as condemnation counsel throughout the State of New Jersey. Among our clients, we currently serve as special counsel to the Borough of Carteret, the County of Hudson, the Township of Bloomfield and the Housing Authority of the City of Orange

regarding the acquisition of properties for public use. Our attorneys have extensive experience in condemnation actions, including defending challenges to the power of public entities to condemn property, providing representation in property valuation proceedings before condemnation commissioners and jury trials before the Superior Court of New Jersey. Further, our expertise extends to federal and State laws governing the provision of relocation assistance to persons displaced as the result of governmental property takings. In this regard, we provide compliance review to ensure that condemning authorities satisfy the relocation obligations mandated by federal and state laws. Moreover, we represent public entities regarding claims for relocation assistance before administrative agencies and the Superior Court of New Jersey. Most importantly, our attorneys possess the knowledge and skill that is necessary to develop a sound and proactive approach to address and resolve the myriad issues that impact the ability of public entities to execute public improvement programs and redevelopment projects in accordance with stated goals and objectives.

Previously, our Firm served as Special Counsel to the Newark Housing Authority ("NHA") regarding the redevelopment of the Newark Downtown Core District Redevelopment Area, which now encompasses the Prudential Center (home of the New Jersey Devils). As Special Counsel, our Firm represented NHA regarding the acquisition and assemblage of 112 parcels and the relocation of more than 60 persons and businesses. All properties were acquired within the guidelines and protocols of the land acquisition budget and project schedule. As Special Counsel to New Jersey Schools Development Authority ("NJSDA"), we provided legal representation and assisted in the acquisition of 80 properties for school projects in Camden, Newark, Elizabeth and Garfield. Further, we represented NJSDA regarding relocation claims and disputes. Similarly, as Special Counsel to the Carteret Redevelopment Agency, we provided legal services regarding the acquisition of 12 properties for the redevelopment of the Lower Roosevelt Avenue Business District. This project involved the transformation of 8.5 acres into a quality mix of commercial and residential development.

<u>Planning, Zoning and Land Use</u>. McManimon, Scotland & Baumann, LLC has experience and expertise in a variety of land use and zoning matters, including matters arising under both the *Municipal Land Use Law* and the *Local Redevelopment and Housing Law*.

We have successfully represented private clients before zoning boards and planning boards and regulatory agencies in connection with land use matters, with excellent results. We have obtained timely and cost-efficient land use approvals for both private and public clients including subdivision and site plan approvals and all types of variances, in a variety of settings. By way of example, we have obtained site plan and subdivision approvals for the Orange Housing Authority in connection with its Dr. Walter G. Alexander Homes Development, a new transit-oriented community consisting of 66 units of family housing and 48 age-restricted rental units for low and moderate income households. We also deal regularly with title issues that arise in connection with projects and transactions we work on, and have an excellent track record of resolving them.

Zoning and land use issues arise often in the context of the preparation, interpretation and implementation of redevelopment plans. We have participated and provided legal counsel and perspective in the preparation and implementation of a number of sophisticated redevelopment plans. We also have counseled and advised municipal clients in connection with the drafting of zoning ordinance provisions outside of the redevelopment context. Project-specific procedural and substantive land use issues also arise frequently in connection with the negotiation of redevelopment agreements, and in the context of redevelopment project design or evaluation. Such matters can include, for example, issues arising out of or in connection with the creation or extinguishment of easements, covenants, or other interests in or encumbrances on land; underlying zoning, to the extent not superseded by a redevelopment

plan; subdivision and site plan approval, including variances or waivers; project phasing issues and requirements; infrastructure upgrades or improvements; regulatory permitting and compliance matters, such as environmental, historic preservation, and affordable housing requirements; and the defense of prerogative writ actions challenging redevelopment or land use actions. As noted above we have significant experience and expertise in each of these areas.

Real Estate Expertise. McManimon, Scotland & Baumann, LLC serves as general and special counsel to a large number of entities throughout the State of New Jersey. Virtually all of these engagements require the Firm to confront and resolve real estate and property issues. The Firm's real estate practice includes the negotiation and preparation of contracts for conveyances of title, development agreements, easements, licenses, land use and occupancy agreements, brokerage and commission agreements, joint venture agreements, as well as all forms of partnership agreements and lease agreements. The attorneys in the practice area have represented owners, developers, landlords, tenants and lenders in all aspects of real property rights, including commercial land acquisition, financing and development, zoning and planning issues, related negotiation, transaction documentation and litigation. The Firm also has extensive experience in the area of real estate tax appeals and negotiations of tax assessments. The Firm has comprehensive experience with security interests, mechanics liens, equitable liens, all forms of real estate ownership and title quality issues, title insurance and re-insurance, and survey matters.

<u>Commercial Leasing & Licensing</u>. The Firm has experience with leasing and licensing issues and documentation in a variety of contexts.

The Firm has prepared both conventional and unconventional leases in a variety of contexts, including leases of buildings by governmental entities in connection with sophisticated financing transactions and ground leases in connection with redevelopment activities. The Firm has extensive experience with leasing matters, from both a transactional and a litigation perspective, including complex long-term net ground leases, as well as commercial office, retail and residential leases.

Environmental. The Firm has over two decades of experience in environmental law, including federal and state environmental laws and regulations and constantly emerging remediation standards and technologies. This experience translates into timely and costs efficient counsel to local governments and redevelopment agencies with respect to the investigation, remediation, and redevelopment of contaminated property. McManimon, Scotland & Baumann, LLC's environmental team has served as special environmental counsel to the Jersey City Redevelopment Authority, the Newark Department of Economic and Housing Development, the Newark Community and Economic Development Corporation, and the Bergen County Housing Authority. By way of example, McManimon, Scotland & Baumann, LLC's environmental lawyers assisted the City of Jersey City and several of its related authorities in negotiating the investigation and remediation of dozens of chromium sites, including redevelopment of over sixty acres of contaminated public property on the City's west side. In Newark, McManimon, Scotland & Baumann, LLC's environmental lawyers helped the City return numerous impaired properties to productive use to satisfy the ever-increasing demand for viable property in and around the port area. McManimon, Scotland & Baumann, LLC environmental group can help provide trusted advice and guidance on all environmental issues that may arise from redevelopment.

Biographies for the firm attorneys who devote substantially all of their time to the environmental practice are attached.

Statement of Good Standing. Neither the Firm of McManimon, Scotland & Baumann, LLC nor

any individuals who would be assigned to this engagement are disbarred, suspended, or otherwise prohibited from professional practice by any federal, state, or local agency. A Certificate of Good Standing is included with the Firm's business certificates.

Business Certificates. McManimon, Scotland & Baumann, LLC is in compliance with the New Jersey Law Against Discrimination pertaining to Public Contracts, the New Jersey Affirmative Action Rules, the New Jersey Equal Employment Opportunities Act, the Americans with Disabilities Act, the New Jersey Business Registration Law and disclosure of contributions to New Jersey Election Law Enforcement Commission (ELEC) pursuant to N.J.S.A. 19:44A-20.27. A copy of the Firm's Statement of Ownership Disclosure, Non-Collusion Affidavit, Certification Regarding Political Contributions, Business Registration Certificate, Certificate of Employee Information Report, W-9 Form, Certificate of Liability Insurance and Disclosure of Investment Activities in Iran Form are attached.

<u>Ethics Issues</u>. Neither the Firm nor any attorney of the Firm is the subject of a criminal investigation or involved in any litigation that would impact our proposed representation. Neither the Firm nor any attorney of the Firm has ever been reprimanded, censured, or suspended by the Supreme Court for ethics infractions. The Firm has also not been involved in any bankruptcy or re-organization proceedings in the past.

Minority/Women Participation. At McManimon, Scotland & Baumann, LLC our diversity truly reflects the world in which we live. Forty percent of the Firm is owned by minorities and women. Sixteen of the 51 attorneys of McManimon, Scotland & Baumann, LLC are women. Leslie G. London, Leah Sandbank, and Jennifer L. Credidio are general partners. Eight of the 51 attorneys in the Firm, Glenn F. Scotland, Leslie G. London, Demetrice R. Miles, Bakari G. Lee, Isabel D. Chou, Bhavini A. Doshi, Mark Moon and Aisha J. Cooper are of either African American or Asian American descent and seven are partners. Among our administrative and support staff of 36, seven are minorities and 33 are women. Our Firm is proud of its diversity and believes that this level of participation is unparalleled among major firms throughout the State.

<u>Conflict of Interest.</u> We are not aware of any existing or potential conflicts of interest that may interfere with our representation of the Borough. We have, over the years, been principally involved in the area of public finance on behalf of public bodies in the State of New Jersey. As a result, we are aware of the nature of transactions which could or do create the potential for conflicts of interest with the representation of such a public body. Typically in those situations, the conflicts are resolved in favor of representing the public body and, as a result, our Firm has not handled transactions of the type that would conflict with our proposed representation.

Miscellaneous. McManimon, Scotland & Baumann, LLC does not subcontract any of its work and will perform all services described in the scope of service herein directly. The Firm is a professional organization; therefore its members and employees are not aligned with any union organization. The principals of McManimon, Scotland & Baumann, LLC do not have any immediate relatives who are employees of the Borough. All services will be performed in the United States of America.

STATEMENT OF OWNERSHIP DISCLOSURE

N.J.S.A. 52:25-24.2 (P.L. 1977, c.33, as amended by P.L. 2016, c.43)

THIS STATEMENT SHALL BE COMPLETED, CERTIFIED TO, AND INCLUDED WITH ALL BID AND PROPOSAL SUBMISSIONS. FAILURE TO SUBMIT THE REQUIRED INFORMATION IS CAUSE FOR AUTOMATIC REJECTION OF THE BID OR PROPOSAL.

Name	of Organization: _	McManimon, Scotland & Baumann, LLC	
Organ	ization Address:	75 Livingston Avenue, 2nd Floor, Roseland, New Jersey 07068	
Part I	a. 1 a		
the contract		esents the type of business organization:	
L So	le Proprietorship (s	(skip Parts II and III, execute certification in Part IV)	
\square_{N_0}	on-Profit Corporatio	ion (skip Parts II and III, execute certification in Part IV)	
Fo	r-Profit Corporation	on (any type)	
X Li	mited Liability Con	mpany (LLC)	
Pa	rtnership	•	
Lin	mited Partnership		
District Co.	mited Liability Part	rtnership (LLP)	
	her (be specific):		
Part II			
X	The list below cont	ntains the names and addresses of all stockholders in the corpor	ration who own
	own a 10 percent o who own a 10 perc	e of its stock, of any class, or of all individual partners in the proof or greater interest therein, or of all members in the limited liable cent or greater interest therein, as the case may be. (COMPLE PAGE IN THIS SECTION)	ility company
		OR	
	individual partner i	er in the corporation owns 10 percent or more of its stock, of an in the partnership owns a 10 percent or greater interest therein illity company owns a 10 percent or greater interest therein, as to TIV)	, or no member

STATEMENT OF OWNERSHIP DISCLOSURE

(Continued)

(Please attach additional sheets if more space is needed):

95 Central Avenue, Montclair, NJ 07042
F Dolono Court Marristana NJ 07000
5 Delano Court, Morristown, NJ 07960
150 North Cottage Place, Westfield, NJ 07090
97 West 36th Street, Bayonne, NJ 07002

Part III

DISCLOSURE OF 10% OR GREATER OWNERSHIP IN THE STOCKHOLDERS, PARTNERS OR LLC MEMBERS LISTED IN PART II

If a bidder has a direct or indirect parent entity which is publicly traded, and any person holds a 10 percent or greater beneficial interest in the publicly traded parent entity as of the last annual federal Security and Exchange Commission (SEC) or foreign equivalent filing, ownership disclosure can be met by providing links to the website(s) containing the last annual filing(s) with the federal Securities and Exchange Commission (or foreign equivalent) that contain the name and address of each person holding a 10% or greater beneficial interest in the publicly traded parent entity, along with the relevant page numbers of the filing(s) that contain the information on each such person. Attach additional sheets if more space is needed.

Website (URL) containing the last annual SEC (or foreign equivalent) filing	Page #'s

Please list the names and addresses of each stockholder, partner or member owning a 10 percent or greater interest in any corresponding corporation, partnership and/or limited liability company (LLC) listed in Part II other than for any publicly traded parent entities referenced above. The disclosure shall be continued until names and addresses of every noncorporate stockholder, and individual partner, and member exceeding the 10 percent ownership criteria established pursuant to N.J.S.A. 52:25-24.2 has been listed. Attach additional sheets if more space is needed.

Stockholder/Partner/Member and	Home Address (for Individuals) or Business Address
Corresponding Entity Listed in Part II	
•	
•	

STATEMENT OF OWNERSHIP DISCLOSURE (Continued)

Part IV Certification

I, being duly sworn upon my oath, hereby represent that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I acknowledge: that I am authorized to execute this certification on behalf of the bidder/proposer; that the Borough of Roselle Park is relying on the information contained herein and that I am under a continuing obligation from the date of this certification through the completion of any contracts with the Borough of Roselle Park to notify the Borough of Roselle Park in writing of any changes to the information contained herein; that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I am subject to criminal prosecution under the law and that it will constitute a material breach of my agreement(s) with the, permitting the Borough of Roselle Park to declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print):	Joseph P. Baumann, Jr.	Title:	Member
Signature:	Joseph P Ba	Date:	11/29/18

NON-COLLUSION AFFIDAVIT

State of New Jersey County of Essex	SS	s:		
I, Joseph P. Baumann, Jr.		orough Maxof <u>Ros</u>	seland	in
the County of _ Essex	and State of	New Jers	еу	full age, being duly
sworn according to law on my oath dep	oose and say that:			
I am <u>a Member</u> (Title or Positi	of the	e firm of	McManimo	n, Scotland & Baumann, LLC (Name of Firm)
the bidder making this Proposal for th	e above named pr	oject, and th	nat I execute	d the said proposal with full
authority so to do; that said bidder has	not, directly or indi	rectly entere	ed into any a	greement, participated in any
collusion, or otherwise taken any actic	on in restraint of fre	ee, competit	ive bidding	in connection with the above
named project; and that all statements	contained in said p	proposal and	I in this affic	lavit are true and correct, and
made with full knowledge that the Borough of Roselle Park relies upon the truth of the statements contained in				
said proposal and in the statements contained in this affidavit in awarding the contract for the said project.				
I further warrant that no person or selling agency has been employed or retained to solicit or secure				
such contract upon an agreement or un	derstanding for a c	commission,	percentage,	brokerage, or contingent fee,
except bona fide employees or bona f	ide employees or	bona fide es	stablished co	ommercial or selling agencies
maintained by McManimon, Scotland	& Baumann, LLC	(name of co	ntractor).	
Subscribed and sworn to				
before me this <u>29</u> day				
of November. 2018.		x. 0	egh P. P. Sigr	2 Dature
		Joseph	P. Baumanr	n, Jr., Member
Ana DuShir		(Type or	print name	of affiant under signature)
Notary public of SONIA C. DASILVA A Notary Public of New Jersey				
My Commission Sypires February 1, 2022				

AFFIRMATIVE ACTION COMPLIANCE NOTICE N.J.S.A. 10:5-31 and N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICE AND GENERAL SERVICE CONTRACTS

This form is a summary of the successful bidder's requirement to comply with the requirements of N.J.S.A. 10:5-31 and N.J.A.C. 17:27-1 et seq.

The successful bidder shall submit to the public agency, after notification of award but prior to execution of this contract, one of the following three documents as forms of evidence:

a) A photocopy of a valid letter that the contractor is operating under an existing Federally approved or sanctioned affirmative action program (good for one year from the date of the letter):

OR

b) A photocopy of a Certificate of Employee Information Report approval, issued in accordance with N.J.A.C. 17:27-4;

OR

c) A photocopy of an Employee Information Report (Form AA302) provided by the Division and distributed to the public agency to be completed by the contractor in accordance with N.J.A.C. 17:27-4.

The successful vendor may obtain the Affirmative Action Employee Information Report (AA302) from the contracting unit during normal business hours.

The successful vendor(s) must submit the copies of the AA302 Report to the Division of Contract Compliance and Equal Employment Opportunity in Public Contracts (Division). The Public Agency copy is submitted to the public agency, and the vendor copy is retained by the vendor.

The undersigned vendor certifies that he/she is aware of the commitment to comply with the requirements of N.J.S.A. 10:5-31 and N.J.A.C. 17:27.1 et seq. and agrees to furnish the required forms of evidence.

The undersigned vendor further understands that his/her bid shall be rejected as non-responsive if said contractor fails to comply with the requirements of N.J.S.A. 10:5-31 and N.J.A.C. 17:27-1 et seq.

COMPANY:	McManimon, Scotland & Baumann, LLC
SIGNATURE:	Joseph P. Bu
PRINT NAME:	Joseph P. Baumann, Jr.
TITLE: Memb	per
DATE: 11/29	(18

CERTIFICATE OF EMPLOYEE INFORMATION REPORT

This is to certify that the contractor listed below has submitted an Employee Information Report pursuant to . N.J.A.C. 17:27-1.1 et. seq. and the State Treasurer has approved said report. This approval will remain in to 15-NOV-2021 15-NOV-2018 effect for the period of

MCMANIMON, SCOTLAND & BAUMANN, 75 LIVINGSTON AVENUE, SULTE 201

ROSELAND NJ 07068 5408

State Treasurer

<u>EXHIBIT A</u> <u>MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE</u> N.J.S.A. 10:5-31 et seq. (P.L. 1975, C. 127)

N.J.A.C. 17:27 GOODS, PROFESSIONAL SERVICE AND GENERAL SERVICE CONTRACTS

During the performance of this contract, the contractor agrees as follows:

The contractor or subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, the contractor will ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, and that employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such equal employment opportunity shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the Public Agency Compliance Officer setting forth provisions of this nondiscrimination clause.

The contractor or subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex.

The contractor or subcontractor will send to each labor union, with which it has a collective bargaining agreement, a notice, to be provided by the agency contracting officer, advising the labor union of the contractor's commitments under this chapter and shall post copies of the notice in conspicuous places available to employees and applicants for employment.

The contractor or subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time and the Americans with Disabilities Act.

The contractor or subcontractor agrees to make good faith efforts to meet targeted Borough employment goals established in accordance with N.J.A.C. 17:27-5.2.

The contractor or subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, and labor unions, that it does not discriminate on the basis of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.

The contractor or subcontractor agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.

In conforming with the targeted employment goals, the contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken

EXHIBIT A

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE

N.J.S.A. 10:5-31 et seq. (P.L. 1975, C. 127)

N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICE AND GENERAL SERVICE CONTRACTS (Continued)

without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

The contractor shall submit to the public agency, after notification of award but prior to execution of a goods and services contract, one of the following three documents:

Letter of Federal Affirmative Action Plan Approval Certificate of Employee Information Report

Employee Information Report Form AA302 (electronically provided by the Division and distributed to the public agency through the Division's website at ww.state.nj.us/treasury/contract_compliance).

The contractor and its subcontractors shall furnish such reports or other documents to the Division of Purchase & Property, CCAU, EEO Monitoring Program as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Division of Purchase & Property, CCAU, EEO Monitoring Program for conducting a compliance investigation pursuant to **Subchapter 10 of the Administrative Code at N.J.A.C. 17:27**.

AMERICANS WITH DISABILITIES ACT OF 1990

Equal Opportunity for Individuals with Disability

The Contractor and the Owner, do hereby agree that the provisions of Title 11 of the Americans with Disabilities Act of 1990 (the "Act") (42 U.S.C. S121 01 et seq.), which prohibits discrimination on the basis of disability by public entities in all services, programs, and activities provided or made available by public entities, and the rules and regulations promulgated pursuant there unto, are made a part of this contract. In providing any aid, benefit, or service on behalf of the owner pursuant to this contract, the contractor agrees that the performance shall be in strict compliance with the Act. In the event that the contractor, its agents, servants, employees, or subcontractors violate or are alleged to have violated the Act during the performance of this contract, the contractor shall defend the owner in any action or administrative proceeding commenced pursuant to this Act. The contractor shall indemnify, protect, and save harmless the owner, its agents, servants, and employees from and against any and all suits, claims, losses, demands, or damages, of whatever kind or nature arising out of or claimed to arise out of the alleged violation. The contractor shall, at its own expense, appear, defend, and pay any and all charges for legal services and any and all costs and other expenses arising from such action or administrative proceeding or incurred in connection therewith. In any and all complaints brought pursuant to the owner's grievance procedure, the contractor agrees to abide by any decision of the owner which is rendered pursuant to said grievance procedure. If any action or administrative proceeding results in an award of damages against the owner, or if the owner incurs any expense to cure a violation of the ADA which has been brought pursuant to its grievance procedure, the contractor shall satisfy and discharge the same at its own expense.

The owner shall, as soon as practicable after a claim has been made against it, give written notice thereof to the contractor along with full and complete particulars of the claim, If any action or administrative proceeding is brought against the owner or any of its agents, servants, and employees, the *owner shall* expeditiously forward or have forwarded to the contractor every demand, complaint, notice, summons, pleading, or other process received by the owner or its representatives.

It is expressly agreed and understood that any approval by the owner of the services provided by the contractor pursuant to this contract will not relieve the contractor of the obligation to comply with the Act and to defend, indemnify, protect, and save harmless the owner pursuant to this paragraph.

It is further agreed and understood that the owner assumes no obligation to indemnify or save harmless the contractor, its agents, servants, employees and subcontractors for any claim which may arise out of their performance of this Agreement. Furthermore, the contractor expressly understands and agrees that the provisions of this indemnification clause shall in no way limit the contractor's obligations assumed in this Agreement, nor shall they be construed to relieve the contractor from any liability, nor preclude the owner from taking any other actions available to it under any other provisions of the Agreement or otherwise at law.

The undersigned vendor consents to the full understanding of the forgoing Americans with Disabilities Act Language of 1990:

Bidder/Vendor: McManimon, Scotland & Baumann, LLC
Signature: Joseph P Ba
Full Name (Print): Joseph P. Baumann, Jr.
Title: Member
Date 11/29/18

DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN

PART 1: CERTIFICATION BIDDERS MUST COMPLETE PART 1 BY CHECKING EITHER BOX.

Pursuant to Public Law 2012, c. 25, any person or entity that submits a bid or proposal or otherwise proposes to enter into or renew a contract must complete the certification below to attest, under penalty of perjury, that neither the person or entity, nor any of its parents, subsidiaries, or affiliates, is identified on the Department of Treasury's Chapter 25 list as a person or entity engaging in investment activities in Iran. The Chapter 25 list is found on the Division's website at http://www.state.nj.us/treasury/purchase/pdf/Chapter25List.pdf. Bidders must review this list prior to completing the below certification. Failure to complete the certification will render a bidder's proposal non-responsive.

PLEASE CHECK EITHER BOX:

🗵 I certify, pursuant to Public Law 2012, c. 25, that neither the person/entity listed above nor any of the
entity's parents, subsidiaries, or affiliates is listed on the N.J. Department of the Treasury's list of entities
determined to be engaged in prohibited activities in Iran pursuant to P.L. 2012, c. 25 ("Chapter 25 List").
further certify that I am the person listed above, or I am an officer or representative of the entity listed above
and am authorized to make this certification on its behalf. I will skip Part 2 and sign and complete the
Certification below.

OR

☐ I am unable to certify as above because I or the bidding entity and/or one or more of its parents, subsidiaries, or affiliates is listed on the Department's Chapter 25 list. I will provide a detailed, accurate and precise description of the activities in Part 2 below and sign and complete the Certification below. Failure to provide such will result in the proposal being rendered as non-responsive and appropriate penalties, fines and/or sanctions will be assessed as provided by law.

PART 2

PROVIDE FURTHER INFORMATION RELATED TO INVESTMENT ACTIVITIES IN IRAN

You must provide a detailed, accurate and precise description of the activities of the bidding person/entity, or one of its parents, subsidiaries or affiliates, engaging in the investment activities in Iran outlined above by completing the form below. (PROVIDE INFORMATION RELATIVE TO THE ABOVE QUESTIONS. PLEASE PROVIDE THOROUGH ANSWERS TO EACH QUESTION. IF YOU NEED TO MAKE ADDITIONAL ENTRIES, USE ADDITIONAL PAGES).

Name:		
Relationship to Bidder/Vendor:		
Description of Activities:		
Duration of Engagement:	Anticipated Cessation Date:	
Bidder/Vendor:		
Contact Name:	Contact Phone Number:	

<u>DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN</u> (Continued)

CERTIFICATION

I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I attest that I am authorized to execute this certification on behalf of the below-referenced person or entity. I acknowledge that the Borough of Roselle Park is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of contracts with the Borough of Roselle Park to notify the Borough of Roselle Park in writing of any changes to the answers or information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreements(s) with the Borough of Roselle Park and that the Borough of Roselle Park at its option may declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print): Joseph P. Baumann, Jr.		
Signature: Joseph & Ba		
Title: Member		
Date 11/29/18		
Ridder/Vendor: McManimon, Scotland & Baumann, LLC		

INSURANCE REQUIREMENTS AND ACKNOWLEDGEMENT FORM

Certificate(s) of Insurance shall be filed with the Borough Clerk's Office upon award of contract by the governing body

The minimum amount of insurance to be carried by the Professional Service Entity shall be as follows:

PROFESSIONAL LIABILITY INSURANCE

Limits shall be a minimum of \$1,000,000.00 for each claim and \$1,000,000.00 aggregate each policy period.

Acknowledgement of Insurance Requirement:

SIGNATURE: JOSEPH P Ba	DATE: <u>U(29(18</u>
Joseph P. Baumann, Jr., Member	
(Printed Name & Title)	

J1RKULL



CERTIFICATE OF LIABILITY INSURANCE

10/09/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER. IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s). CONTACT Charles Caruso Herbert L Jamison & Co., LLC PHONE (A/C, No, Ext): (973) 731-0806 FAX (A/C, No): (973) 731-3035 20 Commerce Drive 2nd Floor E-MAIL ADDRESS: ccaruso@jamisongroup.com Cranford, NJ 07016 INSURER(S) AFFORDING COVERAGE NAIC# INSURER A: Interstate Fire & Casualty 22829 INSURED INSURER B : QBE Specialty Insurance Company 11515 McManimon, Scotland & Baumann, LLC INSURER C: 75 Livingston Avenue INSURER D: Roseland, NJ 07068 INSURER E: INSURER F COVERAGES CERTIFICATE NUMBER: REVISION NUMBER: THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS INSR TYPE OF INSURANCE POLICY EFF POLICY EXP
(MM/DD/YYYY) (MM/DD/YYYY) POLICY NUMBER LIMITS COMMERCIAL GENERAL LIABILITY EACH OCCURRENCE CLAIMS-MADE OCCUR DAMAGE TO RENTED PREMISES (Ea occurrence) MED EXP (Any one person) PERSONAL & ADV INJURY GEN'L AGGREGATE LIMIT APPLIES PER: GENERAL AGGREGATE 5 PRO-JECT POLICY LOC PRODUCTS - COMP/OP AGG \$ OTHER COMBINED SINGLE LIMIT AUTOMOBILE LIABILITY ANY AUTO BODILY INJURY (Per person) S SCHEDULED AUTOS OWNED AUTOS ONLY BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident) HIRED AUTOS ONLY NON-OWNED AUTOS ONLY UMBRELLA LIAB OCCUR **EACH OCCURRENCE EXCESS LIAB** CLAIMS-MADE AGGREGATE DED RETENTIONS WORKERS COMPENSATION AND EMPLOYERS' LIABILITY OTH-PER STATUTE ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) E.L. EACH ACCIDENT E.L. DISEASE - EA EMPLOYEE If yes, describe under DESCRIPTION OF OPERATIONS below \$ E.L. DISEASE - POLICY LIMIT Lawyers Prof Liab A CLX01001943 10/15/2018 10/15/2019 3,000,000 3,000,000 **Excess Liability** B QPL 0064470 10/15/2018 | 10/15/2019 | 7,000,000 x/s 3,000,000 DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required) Attorneys at Law See attached "Additional Remarks Schedule" for additional insurers. CERTIFICATE HOLDER CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. McManimon, Scotland & Baumann, LLC 75 Livingston Avenue Roseland, NJ 07068 AUTHORIZED REPRESENTATIVE

Melanel

AGENCY	CUSTOMER	ID:	MCMASCO-01
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J1RKULL

LOC#:



ADDITIONAL REMARKS SCHEDULE

Page 1 of 1

AGENCY Herbert L Jamison & Co., LLC		NAMED INSURED McManimon, Scotland & Baumann, LLC 75 Livingston Avenue	
POLICY NUMBER		Roseland, NJ 07068	
SEE PAGE 1			
CARRIER	NAIC CODE		
SEE PAGE 1	SEE P 1	EFFECTIVE DATE: SEE PAGE 1	

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM, FORM NUMBER: ACORD 25 FORM TITLE: Certificate of Liability Insurance

Excess Liability Insurance

Hudson Specialty Insurance Company

Policy No.: ATL4100361

Excess Limits: \$5,000,000 part of \$10,000,000 excess \$10,000,000

NAIC #37079

Ironshore Specialty Insurance Company

Policy No: 003823700

Excess Limits: \$5,000,000 part of \$10,000,000 excess \$10,000,000

NAIC #25445



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 10/11/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PR	ODUC	ED .				CONTACT	3).						
		t L Jamison & Co., LLC				CONTACT NAME: PHONE (0.72)			FAV				
20	Com	merce Drive				(A/C, No, Ext): (9/3)	731-0806		(A/C, No):	(973)	731-3035		
	d Flo anfor	oor rd, NJ 07016				E-MAIL ADDRESS:							
		,				11	NSURER(S) AFFO	RDING COVERAGE			NAIC #		
-	-					INSURER A : Great	Northern Ins	surance Co.			20303		
INS	URED					INSURER B : Chubb	Insurance	Co. of New Jers	sev		41386		
		McManimon, Scotland & Ba	auma	nn, L	.LC	INSURER C: Federal Insurance Company							
		75 Livingston Avenue				INSURER D :					20281		
		Roseland, NJ 07068				INSURER E :							
						INSURER F:							
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ACORD 25 (2016/03)

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SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

MCMASCO-01

J1RKULL

ACORD'

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 06/19/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER					CONTACT Charles Caruso								
20 C	pert L Jamison & Co., LLC commerce Drive Floor				PHONE (A/C, No, Ext): (973) 669-2311 FAX (A/C, No): (973) 731-3035								
Crar	nford, NJ 07016												
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	(Mandatory in NH)							E.L. DISEASE - EA EM	MPLOYEE	\$			
	If yes, describe under DESCRIPTION OF OPERATIONS below					(1) ************************************		E.L. DISEASE - POLIC	YLIMIT	\$			
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CERTIFICATION REGARDING POLITICAL CONTRIBUTIONS

STATE OF NEW JERSEY		
: SS.		
I, Joseph P. Baumann, Jr.	, 5 Delano Court	of the Town of
Morristown	in the County of Morris	and the State of New Jersey, of _
		full age, being duly sworn
according to law on my oath depo	se and say that:	
I am the member McManimon, Scotland & Baumar	n IIC tl	of the firm of the Professional Service Entity making the
pursuant to Section 2-4 of the Professional Service Entity that h committee of any Borough of R responsibility for the award of th Committee, or to any political a	Borough Code prohibits the as contributed in excess of two coselle Park candidate or home contract, or to any Borouguction committee (PAC) that of Roselle Park municipal can	is aware that the Borough of Roselle Park awarding of any public contract to any o hundred (\$200.00) dollars to a campaign lder of the public office having ultimate the of Roselle Park or Union County Party is organized for the primary purpose of indidates or municipal officeholders, within attract or agreement.
seeking a public contract means: living at home; person; firm; association. The definition of a se	an individual, including the corporation; professional corvice provider includes all print r business trust, partners, and	ion 2-4, a "professional service provider" individual's spouse, if any, and any child orporation; partnership; organization; or ncipals who own one (1%) percent or more officers in the aggregate employed by the ervice provider.
I further warrant that I have revie	wed Borough Code Section 2-	4.
I hereby certify that the foregoing statements made by me are willfu	statements made by me are to lly false, I am subject to punis	rue. I am aware that if any of the foregoing shment for contempt of Court.
Subscribed and sworn to before in this day of	ASILVA	(Signature of Professional) Name: Joseph P. Baumann, Jr. Title: Member



STATE OF NEW JERSEY BUSINESS REGISTRATION CERTIFICATE

Taxpayer Name:

MCMANIMON, SCOTLAND & BAUMANN, LLC

Trade Name:

Address:

75 LIVINGSTON AVENUE #201

ROSELAND, NJ 07068

Certificate Number:

0075601

Effective Date:

January 03, 1988

Date of Issuance:

January 02, 2018

For Office Use Only:

20180102102315992

Form (Rev. October 2018) Department of the Treasury Internal Revenue Service

Request for Taxpayer Identification Number and Certification

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

	 Name (as shown on your income tax return). Name is required on this line; McManimon, Scotland & Baumann, LLC Business name/disregarded entity name, if different from above 	do not leave this line blank.										
Print or type. Specific Instructions on page 3.	3 Check appropriate box for federal tax classification of the person whose nat following seven boxes. ☐ Individual/sole proprietor or ☐ C Corporation ☐ S Corporation single-member LLC ☐ Limited liability company. Enter the tax classification (C=C corporation, Note: Check the appropriate box in the line above for the tax classification LLC if the LLC is classified as a single-member LLC that is disregarded another LLC that is not disregarded from the owner for U.S. federal tax	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) Exemption from FATCA reporting code (if any)										
ecifi	is disregarded from the owner should check the appropriate box for the Other (see instructions) ▶		(Applie:	s to acc	ounts	maintair	ned ou	tside i	the U.S.)			
Φ	5 Address (number, street, and apt. or suite no.) See instructions. 75 Livingston Avenue, Second Floor 6 City, state, and ZIP code Roseland, New Jersey 07068	Requester'	's n	ame ar	id ad	dress	(opt	ional)				
	7 List account number(s) here (optional)											
Par	Taxpayer Identification Number (TIN)							-				
	our TIN in the appropriate box. The TIN provided must match the na	me given on line 1 to avo	id S	oci	al secu	ırity ı	numb	er				
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Practice Areas



Redevelopment and Land Use

The attorneys at McManimon, Scotland & Baumann, LLC are widely recognized as leading experts in the area of redevelopment in the State of New Jersey. We have a solid track record helping to shepherd redevelopment projects - both large and small - from conception to completion. Recently, we have offered counsel on several major projects, including the Prudential Center in Newark, Boardwalk Pavilions in Asbury Park and Bayonne Crossing in Bayonne.

In addition, McManimon, Scotland & Baumann, LLC has experience and expertise in a variety of land use and zoning matters, including matters arising under both the Municipal Land Use Law and the Local Redevelopment and Housing Law.

Our Clients

- Municipalities Our attorneys have represented both small and large municipalities throughout the State, working on a variety of redevelopment projects, ranging from smaller downtown revitalization up to innovative, large-scale projects that serve as landmarks for the State.
- Private Sector Developers We advise private sector developers who require assistance in navigating New Jersey's complex redevelopment landscape in order to bring a project to fruition. Our representation also includes zoning and land use petitions to local bodies on behalf of our clients who require assistance.

A Full Suite of Services

Redevelopment projects often require legal advice in many areas. McManimon, Scotland & Baumann can offer leading expertise in all relevant areas of the law, including:

- General Redevelopment Counsel Our attorneys can help you understand and navigate the entire redevelopment process to ensure full compliance with the law.
- Redevelopment Financing Our firm can assist in taking advantage of the opportunities afforded by redevelopment by utilizing all of the financial tools available to public and private entities, including construction loans, Redevelopment Area Bond Financing ("RABs"), New Market Tax Credits, New Jersey Environmental Infrastructure Trust, public grants and loans, DEP Hazardous Discharge Site Remediation Fund, DEP Brownfields Reimbursement Programs, Urban Enterprise Zone loans and New Jersey Redevelopment Agency financing.
- Payments in Lieu of Taxes Our ability to address the pros and cons of shortand long-term tax exemptions is essential to a redevelopment project. Financial resources such as payments in lieu of taxes or special assessments provide the financial incentives often necessary to make a redevelopment project successful and economically feasible.
- Land Use Land use and zoning are integral components of any redevelopment project. We have assisted many clients on the land use requirements and practices that are critical to successful redevelopment and ensure compliance with the law.



RECENT PROJECT City of Asbury Park - Waterfront Redevelopment

Since being named Special Counsel in 2002 and Waterfront in 2008, McManimon, Scotland and Baumann, LLC has worked with the development and lending community to increase private investment throughout the City of Asbury Park. Completed projects include a renovated department rental units and 10.000 square feet of retail and a series of smaller buildings in the City's bustling Central Business District. In 2010, the City executed a redevelopment agreement with Madison Asbury Retail, L.L.C. formalizing Madison Marquette's role as a redeveloper of the City's famed Boardwalk, Convention Hall and Stone Pony nightclub. Under this agreement, three of the **Boardwalk Pavilions were** renovated into first class retail and restaurant/night

Redevelopment and Land Use

A Full Suite of Services (continued)

- **Eminent Domain and Condemnation Litigation** Our attorneys have extensive experience in condemnation actions, including defending challenges to the power of public entities to condemn property, providing representation in property valuation proceedings before court-appointed commissioners and in jury trials before the Superior Court of New Jersey. Our attorneys also have experience resolving environmental liabilities associated with condemned properties through companion cost recovery litigation on an as needed basis.
- **Contaminated Property** Our attorneys have extensive experience in bringing environmentally-impaired properties back into productive use. We have helped navigate the redevelopment of scores of contaminated properties from environmental due diligence prior to acquisition, negotiation of obligations and potential liabilities between municipalities and redevelopers, and achieving cost-effective remediation.
- Real Estate Transactional Our firm represents clients in the negotiation and preparation of complex contracts for conveyances of title, development agreements, easements, licenses, land use and occupancy agreements, brokerage and commission agreements, joint venture agreements, as well as all forms of partnership agreements and lease agreements, mortgages and security agreements. We have represented owners, developers, landlords, tenants and lenders in all aspects of real property matters, including commercial land acquisition, financing and development, zoning and planning issues, and related negotiation, transaction documentation and litigation.

Contact Us

For more information about our Redevelopment and Land Use practice, please contact Glenn F. Scotland at 973-622-5094 or Joseph P. Baumann, Jr. at 973-622-5259.

club space and the Stone Pony opened an expanded and state-of-the-art outdoor stage. Renovation and reconstruction of the remaining buildings will be covered in subsequent redevelopment agreements. The City also worked with the redeveloper to coordinate on-street and off-street parking and a schedule of a series of entertainment events throughout the year to draw visitors in all seasons. The results an added benefit: the City's revenues from beach and parking fees increased from \$35,000 in 2003 to over \$900.000 in the first nine months of 2010. As the economic cycle resets, the City remains committed to its redevelopment initiatives and will continue to work with existing and new developers to rebuild its

Public Finance

McManimon, Scotland & Baumann, LLC is one of the leading firms in the nation in the area of public finance. Our firm consistently ranks first in the State of New Jersey in volume of bond issues, number of bond issues, or both, by Thompson Reuters. The firm's public finance lawyers possess over four decades of experience and have participated in thousands of public finance transactions resulting in billions of dollars of bond and note issues.

Our Clients

We serve many different types of organizations, including:

- Municipalities, counties and school districts
- Municipal and regional authorities providing sewerage, water supply and waste disposal services
- Improvement authorities, housing authorities, redevelopment agencies and parking authorities
- State of New Jersey and State agencies
- Investment banks
- Trustee banks
- Letter of credit banks
- Non-profit and other corporations

All Types of Transactions

McManimon, Scotland & Baumann, LLC lawyers have participated in public finance transactions for all types of public infrastructure projects, ranging from schools to roads to stadiums. Additionally, the firm has experience with every type of public financing transaction, including:

- General Obligation Bonds
- Revenue Bonds
- Notes
- Current, advance and forward refunding
- Certificates of Participation
- Redevelopment Area Bonds
- Clean Renewable Energy Bonds
- **Build America Bonds**
- Swaps and other financial derivatives

Post-issuance Advice

McManimon, Scotland & Baumann, LLC's public finance practice does not stop at issuance of bonds or notes. Our attorneys provide clients with expert post-issuance advice and counsel on matters including arbitrage and rebate compliance, investment of proceeds, secondary market disclosure, IRS audits and payment and non-payment related defaults.

Contact Us

For more information about our Public Finance practice, please contact Edward J. McManimon at 973-622-1800 or Matthew D. Jessup at 973-622-1800.



RECENT PROJECT

Little Falls **Municipal Building**

McManimon, Scotland & Baumann, LLC served as bond counsel to the Township of Little Falls, drafting multiple bond ordinances, appearing before the Local Finance Board and assisting with the issuance of bond anticipation notes and general obligation bonds to finance the Township's new Municipal Facility.

New Markets Tax Credits

McManimon, Scotland & Baumann, LLC is on the forefront of structuring transactions involving New Markets Tax Credits (NMTC), a highly complex form of financing that can be very advantageous under the proper circumstances. McManimon, Scotland & Baumann, LLC has a level of experience and expertise in this area that no other New Jersey firm can match.

What are New Markets Tax Credits?

NMTC is a program created by federal law that provides tax credits to investors that are willing to make qualified equity investments in certain targeted areas, specifically lowincome communities. NMTC allows an investor to receive tax credits against earned taxable income over a seven-year period.

Our Services

Our practice delves into all aspects of NMTC, including structuring and assisting in the implementation of appropriate financing models, as well as providing the required tax opinions. We strive to ensure our clients maximize the value of NMTC in all types of transactions.

Who We Serve

Our clients include all types of entities involved in NMTC, including:

- 501(c)(3) nonprofit organizations
- State and local governmental entities
- Quasi-governmental agencies
- Public authorities
- Developers
- Owners
- Operators

Additionally, we have counseled tax credit investors, leveraged lenders, participating lenders and qualified low-income community businesses in NMTC issues.

Combining NMTC & Other Financing

We have had a great deal of success combining NMTCs with other tax credits and financing sources, State and local tax credits, grants and subsidized loans, tax-exempt bond financing, American Recovery and Reinvestment Act of 2009 funds, Community Development Block Grant funds, federal government agency loan guarantees, and conventional financing.

Contact Us

For more information about our New Markets Tax Credits practice, please contact Glenn F. Scotland at 973-622-1800.



RECENT PROJECT The Leaguers Inc. -**Day Care Center**

McManimon, Scotland & Baumann, LLC completed a \$20M New Markets enabled The Leaguers, Inc., a non-project corporation and 501(c)(3) designated entity, to construct a building to house a day care facility and other social service programs in Newark, New Jersey.

Tax

McManimon, Scotland & Baumann, LLC has an active and sophisticated tax practice. The firm has a particular expertise in all aspects of:

- Public Finance
- Infrastructure Finance
- Structured Finance
- New Market Tax Credits
- Low Income Housing Tax Credits
- State Tax Credit Programs
- **Hedging Transactions**

We have extensive experience in serving both local and State entities. Additionally, as counsel and special tax counsel for issuers, underwriters and developers, a significant part of the firm's public finance tax practice involves analyzing tax issues, structuring transactions, preparing related documentation and certifications and providing tax advice. Because of the breadth of the firm's finance practice, the firm's tax attorneys are experienced in varied Federal tax issues involving most tax-exempt and tax-credit structures.

Tax Services

The firm's tax practice includes:

- Tax structuring, documentation and advice in connection with new and refunding issues
- Evaluation of proposed novel financing techniques
- Post-issuance tax matters such as changes in the use of bond-financed facilities and other compliance issues
- Representation of issuers in I.R.S. examinations

New Programs

The firm is a leader in the state at working through tax issues associated with new federal finance programs, including those contained in the American Recovery and Reinvestment Act of 2009. The attorneys in the firm's tax department stay current on proposed and final laws, policies and procedure as well as changes made by the I.R.S. that relate to various bond financing and tax credit programs.

Philosophy

The firm's philosophy is to assist clients in strictly complying with the Internal Revenue Code, Treasury Regulations, case law, and I.R.S. pronouncements, while providing creative solutions to issues in an effort to provide the best possible results for our clients. In circumstances where the application of the federal income tax laws is uncertain with respect to a particular tax issue, the firm has requested and obtained formal guidance from the I.R.S. in the form of private letter rulings or informal guidance from I.R.S. staff members.

Practice Areas

Tax

(Continued)

Corporate Tax

In addition, the firm's State and local tax practice includes planning, lobbying, advising on and assisting with applications for tax exemptions and abatements. We have represented numerous "Fortune 500" corporations in all aspects of proceedings, and have litigated Corporation Business Tax cases involving allocation and apportionment issues, claims for refund, and unitary business tax issues, among others.

Contact Us

For more information about our Tax practice, please contact Leah Sandbank at 973-622-1800.



Environmental

McManimon, Scotland & Baumann, LLC's Environmental Law Group has the multi-disciplinary knowledge, experience, and wisdom to help clients see and understand the environmental law "forest" and to navigate a clear path through the trees to a reliable regulatory outcome.

We represent public entities and private corporate clients alike in all aspects of environmental law. Our attorneys have decades of experience developing strategies to address a wide variety of environmental regulatory and transactional issues. We have also litigated many environmental actions in both the Federal and State courts throughout the United States. Some recent examples of our work in the field of environmental law include:

- Redevelopment: Our Environmental Law Group is an integral part that works with the firm's attorneys in other practice areas related to redevelopment including: bond financing; tax; public utility and energy; school district financing; litigation; and land use. We work closely with the firm's redevelopment attorneys in the designation of areas in need of redevelopment (N.J.S.A. 40A:12A-6) or areas in need of rehabilitation (N.J.S.A. 40A:12A-14), assistance in the drafting of redevelopment plans, the negotiation of redeveloper agreements, as well as the structuring and financing of redevelopment projects by procuring public grants and loans. Further, our expertise includes undertaking proceedings to acquire contaminated property for redevelopment through the exercise of eminent domain and properly off-setting the costs of acquisition due to that contamination. We also counsel municipalities, redevelopment agencies and other public entities with respect to the remediation of contaminated properties whether conducted by the public entity or the designated redevelopers.
- **Property Acquisition:** We have advised clients such as manufacturers, lending institutions, developers, and small businesses on the terms and conditions of the acquisition or sale of real property in order to minimize potential environmental liabilities. This advice has included: negotiating environmental provisions of purchase and sales agreements, loans, or leases; handling and coordinating all aspects of environmental due diligence, site assessment, and risk mitigation; and assisting in securing financing and environmental insurance for environmentally impaired projects and sales or purchases of contaminated properties.
- ISRA: We have guided clients through the requirements of the Industrial Site Recovery Act for the assessment, investigation, and, if necessary, remediation of industrial establishments.
- Public Funding Applications: We have assisted our clients in securing public funding for the remediation of contaminated properties.
- Regulatory Compliance: Our attorneys have vast experience in assisting governments, redevelopment agencies, public utilities comply with federal and state environmental laws and regulations, including acting as environmental counsel for some of the largest municipal water and sewer utilities in the nation. We have advised private clients on a wide variety of compliance issues, including the complex regulatory obligations arising in connection with Day Care Center Licensing, ISRA, the New Jersey Spill Act, the Site Remediation Reform Act ("SRRA"), UST laws, and the Resource Conservation and Recovery Act ("RCRA").
- **Permits:** We have counseled clients in obtaining or modifying environmental permits for business operations and development activities.

the long-term viability

Environmental

(Continued)

- Administrative Appeals: We have handled appeals from administrative agency actions, including permit reviews and notices of violations.
- Administrative Enforcement: We have defended clients in enforcement proceedings and negotiated the resolution of penalty assessments.
- Cost Recovery Claims and Defense: We have represented clients in litigation to recoup from potentially responsible parties the costs of investigating and remediating contaminated properties. We have also defended and negotiated the resolution of claims asserted by government and private parties for the costs of investigating and remediating contaminated properties.
- Environmental Insurance Recovery: We have represented policyholders against their insurers under comprehensive general liability, cost-cap, and pollution legal liability policies, to recoup costs incurred in defending, investigating, remediating, and settling potential liabilities at contaminated properties.
- Environmental Litigation: Our attorneys have served as trial and appellate counsel in a number of complex environmental litigation matters in New Jersey and other States. We have been involved in all phases of administrative and litigated representation under nearly every major Federal and New Jersey State environmental statute and regulatory program, including the successful resolution of CERCLA liabilities, landowner disputes over a wide variety of environmental liabilities, cost recovery actions against insurers and other potentially responsible parties, and challenges to NJDEP enforcement cases.
- Natural Resource Damages: We have negotiated the resolution of Natural Resource Damages ("NRD") claims made by the State of New Jersey and on behalf of the United States.
- Solid Waste: We have counseled solid waste facilities and public authorities regarding regulatory requirements for the collection, transfer, and disposal of solid waste, as well as recycling. We have also represented solid waste facilities in enforcement actions, and advised public authorities under Local Public Contracts Law.

Contact Us

Please contact David L. Isabel at 973-622-1800 for more information about our Environmental Law services.

Public Private Partnerships (P3)

McManimon, Scotland & Baumann, LLC is at the forefront of helping municipalities considering public private partnerships (P3). P3 is a tool for both the public and private sectors to join experience, skills and assets to deliver facilities and services that best serve the public, while sharing risks. While P3 can be a potent tool to deliver major projects and services, it is not always appropriate in every case. We can help you navigate the regulatory, financial and structural issues when considering or implementing a P3.

- Analysis: What is the value for money for the public entity? How will risks be monetized and apportioned among the parties?
- Financing: How are the revenues to be shared or what payments shall be paid to the private entity? Will bonds be issued on a tax-exempt or taxable basis? What types of equity and debt structure can be supported by the project?
- **Negotiation:** What are the deliverables for each entity and the timeframes for same? How is risk apportioned among the parties and how is it financed? What are the procedures for dispute resolution? What are the monitoring and oversight requirements for the project?
- Implementation: What are the statutory and regulatory requirements or hurdles for the P3? What are the procurement requirements, if any, for the public entity? What approvals are required and in what time frame?

Our Services

We can expertly guide you through the P3 process and advise you on the benefits, risk, timing and process. Our attorneys will analyze all of the business, financial, legal, tax and policy issues associated with these arrangements, including:

- Procurement
- Referendum
- Regulatory compliance
- Valuation and limitations
- Tax and other impact on outstanding debt
- Operating issues employees, union issues, etc.
- Franchise/concession fees
- Term of partnership
- Ongoing capital improvements
- Rate structure

Contact Us

For more information about our P3 practice, please contact Joseph P. Baumann, Jr. at 973-622-1800.



RECENT PROJECT **Bayonne Water and Sewer Facilities**

The Bayonne Municipal **Utilities Authority entered** into a 40 year Concession Agreement with Bayonne Water Joint Venture, LLC (a joint venture between KKR and United Water Operations Contracts, Inc.) at the end of 2012 for the operation, maintenance and management of the Authority's water, wastewater, combined sewer overflow and

Litigation

McManimon, Scotland & Baumann, LLC's litigation practice is devoted to vigorous, intelligent advocacy for our public and private sector clients. We work closely with our clients to develop sensible litigation strategies that are cost-effective and designed to achieve the most favorable result.

Areas of Expertise

Our attorneys regularly appear in state, federal and administrative courts while handling a broad array of matters relating to the following areas:

- Public Sector We represent public authorities and local governmental entities, including school districts, as counsel in all manner of representation. We provide zealous and proactive defenses in the relevant forums, and are always cognizant that, as stewards of the public trust, we must seek to achieve resolution in cost-effective and efficient ways.
- Redevelopment Municipal actions undertaken to effectuate redevelopment are often met with legal challenges. Our litigation practice has extensive experience meeting and resolving those challenges.
- **Construction/Public Works** We provide competent construction counsel to guide public construction projects through the many legal and practical considerations, including changes in the scope of work, cost overruns and delay, as well as litigation that often results from such issues.
- Public Entity Defense We represent the interests of municipalities, government officials and law enforcement officers who have been named as defendants in State and federal civil rights actions (42 U.S.C § 1983) and Title 59 Tort Claims litigation.
- Environmental We represent public entities and private clients in the defense of enforcement actions and cost recovery litigation before the USEPA, the NJDEP, the Office of Administrative Law (OAL), other federal and state regulatory agencies as well as in federal and state courts. We also pursue the recovery of costs associated with remediating contaminated property through private party environmental cost recovery actions and insurance coverage litigation.
- General Civil We regularly represent private clients in a variety of general civil litigation matters. In all cases, the firm's litigation attorneys seek to find efficient and cost-effective solutions to meet client needs.
- Insurance/Self-Insurance Defense We provide counsel to national and regional insurance carriers, reinsurers, brokers, agents, intermediaries, self-insured companies and public entities. The Litigation practice assists our insurance industry clients to address coverage issues and disputes through coverage opinions, arbitration, mediation, and if necessary, declaratory judgment litigation.

Contact Us

For more information about our Litigation practice, please contact William W. Northgrave at 973-622-1800.

Housing

McManimon, Scotland & Baumann, LLC regularly handles complex business and financial matters relating to public and affordable housing. Our attorneys possess a vast experience and expertise on both federal and State regulations relating to the development, structure and financing of multi-family housing projects.

What We Do

- Advise Housing Authorities We assist authorities in structuring financing for housing projects. We have represented numerous housing authorities throughout New Jersey, including the Housing Authority of the City of Camden and the Newark Housing Authority.
- Counsel Municipalities We advise municipalities on how to best navigate affordable-housing laws, including the Fair Housing Act of 1985. This law is currently being modified, and we are working closely with the legislature on the proposed amendments to the State housing policy.
- Assist Private Developers We advise developers on how the State housing policy
 can impact their real estate development projects, and we help them navigate the
 compliance options with municipalities.

Housing Finance Experience

- **Section 8 Housing** Our firm has been involved in numerous financings of Section 8 Housing Projects under the amendments to the McKinney Act.
- Capital Grants Funding Program Through our past representation of the New Jersey
 Housing and Mortgage Finance Agency ("NJHMFA"), we are very knowledgeable
 about the capital grants funding program that allows local housing authorities to
 leverage annual capital grants or contributions for purposes of undertaking largerscale capital improvements to public housing facilities.
- Transaction Documents As special counsel to housing authorities in connection
 with large-scale multi-family rental housing projects, our firm has experience
 negotiating all pertinent transaction documents, including ground leases, regulatory
 and operating agreements, declarations of restrictive covenants, management
 agreements, developer's agreements, and intralocal and shared services agreements.
- Developing Financial Structures We can help you develop the financial structure
 for your project, including options such as NJHMFA financing, Low Income Housing
 Tax Credits, Neighborhood Preservation Balanced Housing, Home Express Program
 Funds, federal grant programs and other funding alternatives.

State Affordable Housing

- Fair Housing Act of 1985 Our attorneys have experience working with municipal and
 private clients on the implementation and development of affordable housing projects
 in furtherance of the Fair Housing Act of 1985. This law is currently being modified, and
 we are working closely with the legislature on amendments and changes to the law.
- Compliance and Administrative Processes We have counseled municipal clients on the compliance requirements under State law and assisted both public and private sector clients through the administrative processes established by the Council on Affordable Housing.

Contact Us

For more information about our Housing practice, please contact Glenn F. Scotland at 973-622-1800.



RECENT PROJECT City View Landing

McManimon, Scotland & Baumann, LLC represented the Housing Authority of the City of Newark in the construction of a 122 low and moderate income public housing unit development in the City of Newark. Entitled "City View Landing", the project was financed through multiple public and private sources as a HUD mixed finance project.

For more information go to www.msbnj.com/ practice-areas/housing

Labor and Employment

McManimon, Scotland & Baumann, LLC's Labor & Employment Practice Group provides a wide variety of workplace strategies, legal counsel, practical advice, consulting and litigation services to both public and private sector management clientele. Our Firm understands the practical impact of labor and employment issues upon employers, particularly in the public sector, where a myriad of issues must be considered. We have the breadth of experience needed to assist employers in analyzing options, in making informed decisions, and in taking appropriate courses of action best suited to their needs and circumstances.

We provide representation and advice to employers on almost a daily basis regarding compliance with federal, state and local employment laws, including:

- Fair Labor Standards Act
- New Jersey State prevailing wage and hour laws
- Federal Family and Medical Leave Act
- New Jersey Family Leave Act
- Title VII of the Civil Rights Act
- New Jersey Law Against Discrimination
- Americans with Disabilities Act
- New Jersey Conscientious Employee Protection Act
- Public Employees Occupational Safety and Health Act
- New Jersey Civil Service Act
- New Jersey Public Employment Relations Act

Our Firm also counsels employers in other areas of labor and employment law, including:

- compliance issues related to hiring and termination
- employee manuals and handbooks
- policies, employment agreements, non-competition agreements and severance agreements
- guidance and training for employers and supervisors on various issues, including training on workplace drug testing, and sexual and other forms of harassment in the workplace
- mediation, arbitration, grievance and collective bargaining issues
- preparation and negotiation of collective bargaining agreements

Our Firm routinely appears in proceedings before the New Jersey Civil Service Commission as well as the Public Employment Relations Commission in connection with its public labor and employment practice, including challenges to the imposition of major discipline, arbitration, unfair labor practice proceedings, and interest arbitration.

In addition to appearing and litigating before State agencies, McManimon, Scotland & Baumann, LLC also litigates matters before both state and federal courts on behalf of various employers, as well as before mediation and arbitration tribunals, including the New Jersey Office of Dispute Resolution and the American Arbitration Association. This gives our Firm a unique perspective on strategies for public and private employers faced with litigation

becomes necessary, our

Practice Areas

Labor and Employment

issues, including civil rights defense, discrimination, harassment, breach of contract and wrongful termination. While litigation is a result any employer wishes to avoid, when it is or becomes necessary, our Firm strives to provide thorough, yet cost effective, representation to achieve favorable results. Our Firm prides itself on integrating practical advice, consulting and litigation services in a manner best suited to meet the needs of employers.

Contact Us

For more information about our Labor and Employment Practice, please contact Leslie G. London at 973-622-1800.



Corporations, Business and Banking

Our attorneys offer much more than just legal advice. We offer our clients practical business advice and creative solutions that can make a difference to your bottom line. Our attorneys have decades of experience advising companies in the following areas:

Real Estate

The firm represents clients in every facet of real estate practice, including the negotiation and preparation of contracts for conveyances of title, development agreements, easements, licenses, land use and occupancy agreements, brokerage and commission agreements, and joint venture agreements, as well as all forms of partnership agreements and lease agreements. We have represented owners, developers, landlords, tenants and lenders in all aspects of real property rights, including commercial land acquisition, financing and development, zoning and planning issues and related negotiations, transaction documentation and litigation.

Banking

Whether it is a real estate secured; asset-based; line of credit; floor planning; private banking; credit-enhanced; surety bond; interest rate swaps; trustee; agent or custodian matter; lenders know that McManimon, Scotland & Baumann, LLC has the experience to navigate the intricacies of every transaction. We have served The Bank of New York Mellon, Capital One, N.A., City National Bank of New Jersey, Deutsche Bank, Fulton Bank, M&T Bank, Peapack-Gladstone Bank, TD Bank, N.A., Wells Fargo Bank, N.A. and U.S. Bank National Association in a variety of commercial banking transactions.

Tax Lien Securitization

McManimon, Scotland & Baumann, LLC has participated in countless tax-lien securitizations throughout the United States. Our attorneys have represented financial institutions in all types of securitizations, from public bond offerings to private bond placements to private equity and lender transactions. Our firm has counseled clients through all aspects of securitizations, including start-up, termination and defeasance, default and restructuring and sale of portfolio assets. We have also counseled clients through landmark court decisions having a profound impact on the value and structural integrity of securitizations.

Corporate and Business

The corporate and business practice at McManimon, Scotland & Baumann, LLC involves all aspects of the formation and operation of business organizations. The firm regularly advises its clients on the selection of the type of business organization in which to conduct their activities, including partnerships and joint ventures, sole proprietorships, corporations and limited liability companies both for-profit and nonprofit. The firm frequently assists clients in financing transactions and specializes in representing business entities as retail franchisees.

Contact Us

For more information about our Corporations, Business and Banking practice, please contact John V. Cavaliere at 973-622-1800 or Joseph P. Baumann, Jr. at 973-622-1800.



Energy

McManimon, Scotland & Baumann, LLC has spearheaded legislation allowing local governments to make their facilities more energy efficient through innovative financing strategies. The firm has been involved in financing projects consisting of energy production, energy conservation, and renewable energy.

Maximizing Value of Tax Breaks

We are experts in structuring the financing of alternative energy projects — solar panels, wind turbines, geothermal or co-generation. Our attorneys can help maximize the value of the various financial incentives associated with an energy-related project, such as federal tax credits, rebates, and renewable energy certificates (SREC) to name a few.

Our Experience

Our energy-related experience includes:

- Drafting Public Law 2009, Chapter 4, entitled, "Energy Savings Improvement Program," effective January 21, 2009, authorizing local governmental units to undertake energy conservation measures by having energy savings pay for the design, installation and financing of improvements.
- Assisting numerous New Jersey school districts with the financing of solar energy systems.
- Structuring debt service aid from the State with the sale of solar renewable energy certificates (SRECs) to offset cost of solar installations and create positive cash flow for school districts.
- Representation of both public and private clients in the structuring and negotiating of Power Purchase Agreements (PPA).
- Structuring and negotiating the financing and development of co-generation facilities.

Contact Us

For more information about our Energy practice, please email Matthew D. Jessup at mjessup@msbnj.com or Tony Solimine at csolimine@msbnj.com. They can be reached at 973-622-1800.

General and Special Counsel Services

McManimon, Scotland & Baumann, LLC regularly serves as general and special counsel to numerous public entities throughout New Jersey. As specialists in New Jersey public sector law, we are able to deliver an unparalleled level of knowledge and insight. We have the experience and knowledge to avoid common legal pitfalls and we work hard to minimize and mitigate the legal exposure of all of our clients.

Additionally, we can offer a wealth of expertise on compliance with State law and ways to prevent lawsuits - and mitigate their impact if claims are ever filed against you.

Who We Serve

We have experience acting as general and special counsel to all levels of public entities including:

- Municipalities
- Planning Boards
- Municipal Utilities Authorities
- County Utilities Authorities
- County Improvement Authorities
- Parking Authorities
- Redevelopment Agencies
- Major Regional Transportation Planning Authorities

Our Services

In its role as general counsel and special counsel, the firm seeks to assure compliance with and analysis of issues with respect to various public laws, including, among others, the New Jersey Open Public Meetings Act, the Local Public Contracts Law and the Open Public Records Act. Further, the firm is responsible for the preparation and/or review of corporate documents and resolutions, the procurement of services and contract negotiations, bid award challenges, obtaining necessary regulatory approvals, establishment of rates, appearances before administrative entities, dispute resolution and employment matters.

Contact Us

For more information about our General and Special Counsel Services, please contact Joseph P. Baumann, Jr. at 973-622-1800 or Leslie G. London at 973-622-1800.

Public Utilities, Cable and Wi-Fi

Public Utilities

McManimon, Scotland & Baumann, LLC provides a full range of legal services in regulatory, legislative, administrative, transactional, contractual and litigation matters involving the electric, gas, cable television, solid waste, water and wastewater industries. The firm's attorneys appear before State public utility commissions, legislative committees, municipal governing bodies and the courts to address the specialized areas of law and regulation faced by these industries. Our attorneys have in-depth experience, knowledge and expertise in this ever growing area to enable us to address and meet the continuing challenges faced by our clients. The firm serves as general or special counsel to a host of local authorities and commissions, and hence is intimately familiar with State and Federal law applicable to the administration of public utilities.

continuing challenges

Cable

McManimon, Scotland & Baumann, LLC provides legal services to municipalities in the cable franchising and refranchising processes. The firm is intimately familiar with the relevant statutory and administrative provisions governing the cable franchising process, and has successfully assisted municipal clients in navigating the maze involved in negotiating and renegotiating a cable franchise. The firm can help municipal clients focus on the important issues involved and complete the cable franchising process in an effective and efficient manner.

Wi-Fi and Telecommunications

The development and proliferation of wireless and fiber-optic telecommunications, including wireless fidelity networks (Wi-Fi), has presented new opportunities, as well as responsibilities, for local government and private clients alike. There are obligations for local government to grant telecommunications companies access to public rights-of-way, and to potentially have wireless telecommunications equipment mounted on public property. In that regard, the firm can bring its wireless and telecommunications experience to bear. The firm has been working with local government and major telecommunications companies to facilitate telecommunications access to public rights-of-way and other public property under the control of the local unit in accordance with applicable law. The firm has also counseled public and private clients with respect to the complications that arise when these facilities must be relocated - avoiding litigation whenever possible, but vigorously litigating when necessary.

Contact Us

For more information about our Public Utilities, Cable and Wi-Fi practice, please contact Leslie G. London at 973-622-1800.

Tax Appeals

The attorneys at McManimon, Scotland & Baumann have more than 55 years of experience in the practice of real estate tax appeals. We have extensive experience defending and prosecuting tax appeals involving residential, commercial and industrial properties.

Proven Experience in General Tax Appeals

Our firm has represented several municipalities in the State of New Jersey regarding local property tax appeals and exemption claims, including the City of Newark, Township of Franklin, Borough of Carteret, Township of Green Brook and Borough of Rockleigh. In this regard, we have represented municipalities and property owners with respect to every type of industrial, commercial and multi-family residential property, including shopping centers, hotels, cogeneration facilities, manufacturing and warehouse facilities, pharmaceutical and research facilities, office complexes, breweries, golf courses, co-operatives and condominiums. Our services include:

- Preparation and review tax appeal petitions and tax court pleadings
- Pre-trial discovery
- Defense and prosecution of tax appeals before County Boards of Taxation, the Superior Court of New Jersey and the Bankruptcy Court of the District of New Jersey

An important component and major emphasis of our practice involves the evaluation of tax appeal cases and advising our public and private clients regarding the merits of tax appeal cases. We have the expertise and experience that is necessary to structure settlements and develop trial strategies, as appropriate, that protect our clients' short- and long-term interests.

Tax Exemptions

We also review applications for Long Term and Five-Year Tax Exemptions and exemption claims by not-for-profit and public entities. As part of this practice we provide legal advice regarding compliance with State statutes, draft financial agreements, conduct due diligence and prepare resolutions and ordinances authorizing tax exemptions and abatements. We also provide legal representation regarding challenges to the validity of tax exemptions and abatements.

Contact Us

For more information about our Tax Appeals practice, please contact Demetrice R. Miles at 973-622-1800.

Government Procurement & Contract Services

McManimon, Scotland & Baumann's Government Procurement & Contract Practice attorneys have extensive knowledge and experience in advising clients regarding issues involving government procurement law and regulation at the federal, state, county and local level. We use our knowledge and experience to advise clients on procurement strategy and processes for structuring solicitations and all aspects of procurement law.

Who We Serve

We have experience acting as general and special counsel to all levels of public entities including:

- Municipalities
- Counties
- Municipal Utilities Authorities
- County Utilities Authorities
- **County Improvement Authorities**
- **Housing Authorities**
- Parking Authorities
- School Boards

Our Services

We provide expertise in all areas of law affecting procurement transactions at any stage in the process, including drafting and soliciting responses to requests for bids and proposals, formulating responses to requests for proposals and qualifications, reviewing responses to solicitations and advising as to contract award (including making and defending legal challenges). We also have experience regarding design-build procurements and procurements involving New Jersey's Energy Resilience Bank Projects. Our Firm can provide assistance in all aspects of contract drafting and negotiations and contract management, including dispute resolution and avoidance.

Our Firm brings unique expertise to our clients regarding government procurement because of our familiarity and experience with procurement and contract requirements and program rules, and other applicable federal and state requirements that will be involved in most projects, particularly those projects that are federally funded.

Contact Us

For more information about our Government Procurement & Contract Practice, please contact Leslie G. London at 973-622-1800.



Tax Controversy

McManimon, Scotland, & Baumann's Tax Controversy practice is focused on advising and facilitating client interactions with the Internal Revenue Service ("IRS") at all levels, whether it is engaging with revenue agents during examination, requesting letter rulings or administrative guidance from the IRS National Office, representing clients at the IRS Appeals Office, or litigating cases in the United States Tax Court, United States District Courts, or the Court of Federal Claims. Our engagements cover the full spectrum of substantive tax issues involving income, estate and gift, employment, excise taxes and tax-exempt entities. No matter the engagement, we always seek to implement creative solutions to our client's tax problems with careful consideration given to each client's unique circumstance. We are results-focused and the results we achieve should come at a cost that our clients consider fair.

Audit/Examination

We counsel clients at every stage of an examination with the IRS and are frequently hired to collaborate with other tax professionals, bankers, financial advisors, and lawyers in order to achieve the best results for our clients. Our examination services include:

- Reviewing and responding to information document requests ("IDRs") or summonses from the IRS:
- Examination logistics, daily interactions with IRS agents, and handling of sensitive
- Monitoring the examination, providing procedural guidance to compliance personnel, and responding to legal and sensitive factual questions;
- Reviewing and counseling clients who have received a Notice of Proposed Deficiency (also known as the "30-Day Letter"), regarding appeal rights and procedure;
- Requesting technical advice or rulings from the IRS National Office, as necessary; and
- Negotiating closing agreements and/or other settlements.

We also counsel clients with other issues that may arise from ordinary financial audits or IRS examination such as financial statement disclosure, tax reserve provisions, and tax return treatment going forward.

IRS Appeals Office

If tax issues remain unresolved after an IRS examination, we work diligently with the IRS Appeals Office towards a potential resolution to avoid protracted litigation, by managing communications with the IRS, leading negotiations, arranging taxpayer meetings where appropriate, and preparing tax protest letters. Our clients have experienced substantial savings through our engagement on their behalf with IRS Appeals.

Litigation

We litigate tax controversies ranging from individual tax liability and collection disputes to complex corporate deficiency and refund litigation. Our litigation services include identifying the proper forum, determining strategy, conducting discovery, litigating the case at trial, and when necessary, filing an appeal.



Tax Controversy

Undeclared Offshore Bank Accounts and International Tax Compliance

We represent taxpayers in IRS Offshore Voluntary Disclosure Programs (OVDP), the Streamlined Foreign Compliance Procedures, Streamlined Domestic Offshore Compliance Procedures, Delinguent Filing Procedures, and other forms of voluntary disclosures regarding foreign financial accounts. We also help clients determine whether or not an IRS voluntary disclosure program is appropriate and represent taxpayers who have chosen to opt out of the IRS voluntary disclosure programs, or are otherwise under IRS examination concerning these issues.

Employment Tax Issues

Worker classification

We assist clients in making proper classifications and, if necessary, assist them in entering into the IRS Voluntary Classification Settlement Program (VCSP), which is a voluntary program that provides an opportunity for taxpayers to reclassify their workers as employees for employment tax purposes for future tax periods with partial relief from federal employment taxes.

Trust Fund Recovery Penalty

We represent clients in situations where the IRS seeks to impose the Trust Fund Recovery Penalty against a responsible person or persons who have been charged with failure to withhold and pay over employment taxes to the IRS.

Contact Us

For more information about our Tax Controversy practice, please contact Mel Myers at 973-622-1800.



Biographies



Edward J. McManimon, III, Counsel

Edward J. McManimon, III received his undergraduate degree in government from Georgetown University in Washington D.C. in 1968 and served on the Board of Governors of the Georgetown Alumni Association. He also attended Georgetown University Law Center, where he obtained a J.D. in 1971. He is the recipient of the John Carroll Award and the William Gaston Award, the two highest alumni awards of Georgetown University.

Ed began his legal career as the law secretary for the Honorable George H. Barlow of the United States District Court in Trenton. Following this judicial clerkship, he became associated with Kraft & Hughes, where he became a partner in 1977. The successor firms of Kraft & McManimon and McManimon & Scotland were formed in 1987 and 1992, respectively, and now are known as McManimon, Scotland & Baumann.

Ed devotes substantially all of his time to providing advice to municipalities, counties, school districts and governmental authorities in connection with their capital financing and related governmental requirements. He works extensively in analyzing, developing and implementing financial plans for redevelopment areas throughout New Jersey, and in the privatization of public water, wastewater and solid waste systems including the preparation of procurement documents and the evaluation of proposals and the negotiation of agreements for the sale, leasing and/or operations of such public facilities by investor-owned and/or other non-regulated private utility companies.

Ed has been involved in various professional and bar association activities, as well as community and political activities. He was honored by the New Jersey Law Journal as one of the recipients of its Inaugural Lifetime Achievement Award. He is a member of the Local Government Law Section of the New Jersey Bar Association and has been a member of the Institute of Municipal Attorneys and serves as special counsel to the League of Municipalities in connection with public finance and redevelopment matters. He has been a frequent lecturer on the law of municipal finance, including debt management courses and programs on behalf of the New Jersey League of Municipalities, the New Jersey Authorities Association, the New Jersey Government Finance Officers Association, the Association of County Finance Officers, the New Jersey Association of Counties, the New Jersey Clerks Association and the New Jersey Institute for Professional Development.



¹ A description of the selection methodology can be found at: https://www.law.com/njlawjournal/2018/02/13/nj-professional-excellence-guidelines-and-documents/. No aspect of this advertisement has been approved by the Supreme Court of New Jersey.



Glenn F. Scotland, Member

Glenn F. Scotland is a founding member of McManimon, Scotland & Baumann, LLC, concentrating his practice in infrastructure development and structured finance, with experience in redevelopment, housing, land use, and public and project finance. Glenn's practice consists of, among other things, advising governmental entities, and private for-profit and not-for-profit developers in connection with development, implementation and financing of complex development, redevelopment and housing projects. This work includes developing programs for financial assistance for redevelopment projects under New Jersey exemption and abatement statutes and tax increment bond financing programs.

Glenn also has worked extensively with New Jersey state tax incentive and financial assistance programs. His practice also includes the development and financing of affordable housing under the United States Housing and Urban Development Mixed Finance Regulations, Hope VI Revitalization Grant, Choice Neighborhoods Grant, Capital Grant Funds, and Neighborhood Stabilization Programs and financings utilizing Low Income Housing Tax Credits. Glenn has worked on housing and transactions involving various types of credit support, including FHA Mortgage insurance programs, GNMA supported bonds and traditional bond insurance programs.

Glenn also has extensive experience in the development and implementation of financing structures under the New Markets Tax Credit Program. This includes loan transactions involving tax credit allocations from multiple Community Development Entities (CDEs), leveraged loan transactions including various leverage sources, and utilizing these tax credits with other tax credits or financial assistance programs.

During the course of his career, Glenn has focused on public and project finance at every level of government. The financings have included sewer and solid waste management and resource recovery financings, as well as alternative energy projects including cogeneration and energy conservation, and in the privatization of publicly-owned water, wastewater and solid waste facilities. Further, Glenn has represented underwriters in connection with their purchase of securities issued by political subdivisions of the State of New Jersey.

Glenn received his B.A. degree in Economics from Brown University in 1977 and his J.D. degree from Georgetown University in 1980. He was admitted to the practice of law in New Jersey in 1980 and to the practice of law in New York in 1989.

Glenn is presently a member of the New Jersey State Bar Association, National Association of Realtors, American Bar Association, the Counselors of Real Estate - New Jersey Chapter and a former member of the New Jersey Supreme Court Ethics Committee, District V-A. He has served as a member of the New Jersey Housing & Mortgage Finance Agency and as a member of the Board of Trustees at Essex County College located in Newark.



Joseph P. Baumann, Jr., Member

Joseph P. Baumann, Jr. is Chairman of McManimon, Scotland & Baumann, LLC. He concentrates his practice in all aspects of redevelopment and development law, with a strong emphasis on complicated projects involving numerous stakeholders, difficult sites, complex capital stacks and extensive public sector involvement.

Having spent almost 30 years bringing these types of projects to completion gives Joe a unique ability to assist clients in navigating the often difficult public-private negotiations inherent in such projects. In such projects, Joe provides strategic and legal guidance designed to produce results for his clients. He represents public and private clients throughout New Jersey and in most every county, and has been counsel for signature projects that are transforming municipalities, such as Bayonne, Bloomfield, Carteret, Cranford and Atlantic City.

Joe also has experience in all aspects of public sector law, with a particular emphasis on public finance. He has represented the State, its agencies and numerous municipalities, counties, boards of education and authorities, as well as underwriters and trustees. Such representation has involved a broad range of transactions, including negotiated and competitive, special obligations and general obligations, current and advance refundings, and all aspects of redevelopment-related financings.

Finally, Joe's public-private expertise extends to other areas as well, including P3 transactions for infrastructure. On behalf of the Bayonne Municipal Utilities Authority (BMUA), he negotiated a 40-year concession agreement with a private sector joint venture for the Authority's water and wastewater systems. The BMUA transaction won national awards, and the "revenue path" model employed in that transaction promises to be replicated throughout the country. Joe has provided similar advice to other municipalities throughout New Jersey.

Joe received his B.A. degree in government, with a second major in business administration, from the University of Notre Dame, in 1984. He received his J.D. degree from Rutgers University Law School, cum laude, in 1987, where he served on the staff of the Rutgers Camden Law Journal.

Joe routinely speaks in New Jersey and nationally on redevelopment, development and public-private partnerships, and has authored numerous articles on such topics. He is on the Advisory Board for the Rutgers Business School Center for Real Estate and is a member of the New Jersey Bar Association, the National Association of Industrial and Office Properties, the Association of Environmental Authorities and the National Association of Bond Lawyers. He is a Trustee for the Central Jersey Arts Council.

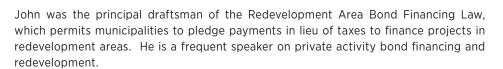
Joe has been recognized by Best Lawyers in America®. He was also peer rated in Martindale-Hubbell as "AV Preeminent"1.

¹A description of the selection methodology for Best Lawyers in America and Martindale-Hubbell can be found at: https://www.bestlawyers.com/methodology and https://www.martindale.com/ratings-and-reviews/attorneys/. No aspect of this advertisement has been approved by the Supreme Court of New Jersey.

John V. Cavaliere, Member

John Cavaliere has been with the firm since 1985 and concentrates his practice in the areas of private activity bond financing, banking, real estate, redevelopment, commercial transactions and corporate law.

John works extensively with the New Jersey Economic Development Authority, serving as bond counsel, trustee's counsel, placement agent/underwriter's counsel, borrower's counsel and letter of credit bank counsel involving transactions in which the Authority has issued billions of dollars in bonds. He has also represented other public entities in the State, including the New Jersey Educational Facilities Authority, the New Jersey Health Care Facilities Financing Authority, the New Jersey Housing and Mortgage Finance Agency, the New Jersey Redevelopment Authority, the Higher Education Student Assistance Authority, The Atlantic County Improvement Authority, The Bergen County Improvement Authority, The Gloucester County Improvement Authority, The Hudson County Improvement Authority, The Salem County Improvement Authority, the Carteret Redevelopment Agency, the Pollution Control Financing Authority of Middlesex County, Lafayette Yard Development Corporation and the Tobacco Settlement Financing Corporation.



John also represents numerous financial institutions in various commercial banking transactions.

John received his B.A. in political science, magna cum laude, in 1983 and his J.D., cum laude, in 1986 from Fordham University. He was admitted to practice in New Jersey in 1986 and in New York in 1987 and is a member of the National Association of Bond Lawyers and the New Jersey Bar Association.



Jennifer L. Credidio, Member

Jennifer L. Credidio concentrates her practice in redevelopment law and public finance, and is co-chair of the firm's Project Development Group. Jennifer's redevelopment practice encompasses both the financial and planning elements of the redevelopment process, from the designation of a redevelopment area and the negotiation of a redevelopment agreement, to the negotiation of financial agreements governing payments in lieu of taxes and the issuance of redevelopment area bonds. She has also served as bond counsel, underwriter's counsel and trustee's counsel for a number of tax-exempt and taxable governmental bond issues.

Jennifer's practice builds upon her experience in municipal, county and state government. A former chief of staff to a member of the General Assembly, Ms. Credidio served two terms as a member of her local Town Council, as well as two terms as a trustee of the Hudson County Economic Development Corporation. She has also served as a Planning Board commissioner and chair, and is familiar with a broad array of land use issues.

Jennifer has served on the Board of Directors of the Local Government Law Section of the New Jersey State Bar Association since 2011. She also sits on the Legislative Committee of the New Jersey State League of Municipalities.

Jennifer received her B.A. in Political Science, with a focus in International Relations, from Columbia College at Columbia University in 1998, followed by a Master's degree in Public Administration, with a focus in Urban Policy, from the School of International and Public Affairs at Columbia University in 1999. She received her J.D. from Seton Hall Law School, where she was an editor of the Seton Hall Legislative Journal, in 2003.

Jennifer is admitted to the practice of law in New Jersey.



David L. Isabel, Member

David L. Isabel concentrates his practice in environmental law and litigation. He represents private and public clients in a variety of environmental, insurance and construction-related matters before regulators, trial and appellate courts in New Jersey and other jurisdictions. He also counsels his clients on environmental compliance, due diligence, redevelopment and transactional issues.

David negotiates administrative consent orders, consent decrees, master services agreements, contracts, subcontracts, access agreements, deed notices, restrictive covenants, permits, permit transfers and approvals required to perform the remedial investigation, design and actions at contaminated sites. He also negotiates Pollution Legal Liability and other environmental insurance policies for clients involved in transactions related to contaminated properties.



- Assisting client with due diligence, post-acquisition environmental compliance, and cost-recovery related to the acquisition out of bankruptcy of a former chemical plant located in Newark, NJ.
- · Assisting client with due diligence, contract negotiations, post-acquisition environmental compliance and insurance negotiations related to the acquisition of a repurposed landfill
- · Serving as lead counsel in regulatory and ADR proceedings related to the Lower Duwamish Waterway Superfund Site in Seattle, where the estimated costs of investigation and remediation exceed \$500 million.
- Serving as coordinating counsel on behalf of private client managing certain environmental investigation and remediation obligations at a number of former manufactured gas plant sites in Florida.
- · Serving as Special Environmental Counsel to the City of Newark for regulatory matters and litigation related to the Passaic River Superfund Site, where the estimated costs of investigation and remediation exceed \$1 billion.
- Defending a \$160 million claim related to failed development project during a six-week trial in Miami.
- · Negotiating and implementing an air monitoring and medical monitoring program for employees of a municipal authority located adjacent to a contaminated site where approximately one million tons of hazardous materials were excavated pursuant to a court ordered remediation plan.
- Obtaining a judgment in excess of \$10 million against certain insurance companies that denied environmental insurance coverage to a private client for costs incurred defending, investigating and remediating two Superfund sites after a three-week bench trial in New Jersey Superior Court.
- Obtaining and enforcing a judgment in excess of \$8 million against an insurance carrier that had denied environmental insurance coverage to a private client after allocation proceedings before a Special Master.
- Negotiating nearly \$5 million in pre-litigation settlements with certain insurance companies that issued policies between 1951 and 1985 to a private client for costs of defense, investigation and remediation incurred at former manufactured gas plant sites.

David received a B.A. from Bucknell University in 1989 and a J.D. from Pace University School of Law in 1993. He was admitted to practice law in New Jersey in 1993.



Matthew D. Jessup, Member

Matthew Jessup works primarily on a broad array of public finance transactions and redevelopment projects. He represents countless municipal, county and authority issuers issuing hundreds of millions of dollars of general obligation and revenue bonds and notes. He helps craft innovative financings to solve complex municipal problems, including the first competitive sale of capital appreciation bonds in New Jersey.

Matthew works to bridge the private sector need for money to complete community-invigorating projects with public sector financing, including through the issuance of payment-in-lieu-of tax bonds to finance redevelopment projects. Matthew annually represents numerous municipalities, municipal utilities authorities and sewerage authorities in obtaining low-interest financing through the New Jersey Infrastructure Bank Financing Program.

Matthew counsels municipalities on economic revitalization of underutilized properties through redevelopment. He assists municipalities in identifying redevelopment opportunities, designating areas in need of redevelopment, adopting redevelopment plans, selecting developers and negotiating redevelopment and financial agreements. Matthew utilizes his public finance experience to identify and solve unique financial challenges in redevelopment projects. He also represents municipalities, counties, authorities and developers in connection with the construction and financing of renewable energy projects on public and private lands.

Matthew also spends a significant amount of time counseling municipalities and counties on budget issues, changes in law, post-bond issuance compliance and other issues impacting New Jersey municipalities. He is a frequent panelist at seminars sponsored by the New Jersey League of Municipalities, the Government Finance Officers Association and the Institute for Professional Development, and has authored articles for various publications. Matthew also provides news, updates and insight on issues affecting New Jersey local governments on Twitter @mattdjessup.

Matthew received his J.D. in 2000 from the Villanova University School of Law, his M.B.A. degree in 2000 from Villanova University and his B.B.A. degree in Finance from The George Washington University in 1997. Matthew is admitted to practice law in New Jersey and Pennsylvania.



Bakari G. Lee, Member

Bakari G. Lee's primary practice area is public finance, having served as bond counsel to multiple clients at the state, county and local level, as well as providing underwriter and trustee counsel services. Bakari also provides special counsel services for affordable housing transactions, involving low and moderate income housing tax credits and other federal programs, including the Rental Assistance Demonstration program, for public housing agencies and private developers alike. In addition, Bakari provides general counsel services to public and private entities involving a wide array of issues. He has represented various clients in redevelopment matters as well.

Bakari is an active advocate for education. In 2006, he was appointed by the Hudson County Board of Chosen Freeholders to the Board of Trustees for Hudson County Community College, and currently serves as Vice Chair, Chair of the Finance Committee and as the trustee liaison for commencement. Nationally, Bakari serves as Chairman of the Board of Directors for the Association of Community College Trustees (ACCT). He is also the Immediate Past Chairman of the New Jersey Council of County Colleges (NJCCC), serves on its Executive Committee and as a Trustee Ambassador. He was also awarded an honorary Associate of Arts degree by Atlantic Cape Community College for his work in the community college sector. Recently, Bakari has given commencement speeches at Warren County Community College and Atlantic Cape Community College.

Prior to joining McManimon, Scotland & Baumann, in 2003, Bakari was a law clerk for the Honorable Darryl Dean Donohue of the Territorial Court of the Virgin Islands – St. Croix Division. Before joining the Territorial Court, he was a Senior Financial Analyst in the Animal Health Division of Pfizer, Inc. in positions of increasing responsibility, ultimately supporting the division's business development and strategic planning initiatives.

Bakari received his J.D. from the Rutgers University School of Law – Newark in 2000 and graduated from Florida A&M University in 1994 with a B.S. in Business Administration with a Finance concentration. He was admitted to the practice of law in New Jersey and the United States District Court of New Jersey in 2004, and in New York in 2007.

Bakari is active in several social and civic organizations. He is a member of Omega Psi Phi Fraternity, Incorporated, and a Past Basileus (President) of the Jersey City Chapter. He is also a member of Sigma Pi Phi Fraternity, where he serves as the Northern New Jersey Social Action Chair. Bakari is also the Volunteer Program Administrator for the Morristown Neighborhood House Rites of Passage Program. He has received Rising Star recognition from *Super Lawyers* magazine for several years. He is also the proud recipient of the 2015 Boy Scouts of America Whitney M. Young Service Award.

¹ The Super Lawyers – Rising Stars list is issued by Thomson Reuters. A description of the selection methodology can be found at www.superlawyers.com/about/selectionproces detail.html. No aspect of this advertisement has been approved by the Supreme Court of New Jersey.



Leslie G. London, Member

Leslie G. London joined the firm in 1987, and since that time has been involved in various aspects of general counsel and litigation work. Leslie currently serves as general, special or labor counsel for several municipalities and municipal utilities authorities. She has also served as Township Attorney for Franklin Township and Somerset County, and Labor Counsel for the Borough of South River and the Township of North Brunswick. Leslie also served as general counsel to the Redevelopment Agency of Franklin Township for many years.

Leslie concentrates in the areas of municipal law, public contracts law, employment and labor law, redevelopment law, construction law, and wastewater and solid waste and recycling planning, implementation, enforcement and regulation. She also handles cable television franchise renewal matters, natural gas, electric and energy resilience bank project procurement matters and other areas of public utility law.

In addition, Leslie devotes a portion of her time to monitoring, analyzing and drafting state and federal legislation and regulations, advising clients on "pay to play" issues and preparing election compliance reports for political action committees and other continuing political committees.

Prior to joining McManimon, Scotland & Baumann, Leslie served for three years as New Jersey Director of Constituent Services for U.S. Senator Frank R. Lautenberg, specializing in small business and government procurement issues. Prior to that, Leslie worked for eight years in various New Jersey State government agencies including the Election Law Enforcement Commission, as an Election Finance Analyst; the New Jersey Division of Motor Vehicles - Bureau of Agencies, as Acting Bureau Chief of Agencies; the Department of the Public Advocate, as a Field Representative; and the New Jersey Office of Legislative Services, Division of Program Analysis, as a Program Analyst.

Leslie received her B.A. degree in Political Science from Rutgers University in 1977, her Certification (C.P.M.) as a Public Manager in 1984 from Rutgers University Graduate School of Management/N.J. Department of Civil Service, and her J.D. from Seton Hall Law School in 1988. In 2009, Leslie received Certification in Public Sector Labor Relations from the Rutgers School of Management and Labor Relations. Leslie is a member of the New Jersey State Bar Association and the American Bar Association. She is a frequent speaker on pay-to-play issues and public contract law matters.



Kevin P. McManimon, Member

Kevin P. McManimon concentrates his practice in the areas of redevelopment, land use and public finance law, primarily representing governmental entities and for-profit developers in all aspects of redevelopment projects. Kevin serves as general counsel, redevelopment counsel and/or bond counsel to redevelopment entities, including municipalities, county improvement authorities and redevelopment agencies throughout the State of New Jersey. Kevin also serves or has served as general counsel and/or bond counsel to various public bodies, such as redevelopment agencies, parking authorities, county improvement authorities, municipal utilities authorities and free public libraries.

Kevin advises governmental entities and for-profit developers during all stages of the redevelopment process, including the investigation and designation of redevelopment areas, the preparation and adoption of redevelopment plans, and the negotiation and implementation of redevelopment agreements. He also provides high-level advice to public sector and private clients regarding financial agreements governing payments in lieu of taxes and other complex project finance related matters, including securing financial assistance through State-administered incentive programs. Kevin represents clients in the negotiation of various other types of agreements relating to the development and conveyance of land, including purchase and sale agreements, leases, parking agreements and use and occupancy agreements. Kevin regularly appears before the governing bodies of the public entities he represents, as well as venues like the Local Finance Board in the Division of Local Government Services. Kevin also represents public body clients in various litigation matters, including, for example, condemnation matters. In connection with such matters, Kevin has appeared before panels of condemnation commissioners, and the Law Division and Appellate Division of the New Jersey Superior Court. He has also served as lecturer on the laws governing redevelopment and tax exemption on behalf of the New Jersey Institute for Continuing Legal Education, Plan Smart NJ and The American Planning Association New Jersey Chapter.

Kevin was included on the list of *New Jersey Super Lawyers Rising Stars* each year from 2008 through 2011. He was also included on the list of *New Jersey Super Lawyers* in 2012 through 2017.¹

Prior to joining McManimon, Scotland & Baumann, Kevin was an associate at Mason, Griffin & Pierson, P.C. in Princeton. Previously, he was an Assistant Prosecutor in the Mercer County Prosecutor's Office. Kevin began his legal career as a law clerk for the Honorable David J. Schroth, J.S.C. and the Honorable Alan J. Pogarsky, J.S.C., of the Superior Court of New Jersey in Mercer County. He then served as law clerk to the Honorable John J. Hughes, U.S.M.J., in the United States District Court, District of New Jersey.

Kevin received his J.D. in 1996 from the Roger Williams University School of Law in Bristol, RI and his B.S. degree in Accounting in 1993 from Villanova University.

Kevin has served as a member of the Hopewell Valley YMCA Board of Trustees, and is a member of the New Jersey Supreme Court Committee on Character and Fitness.

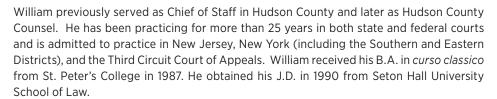


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William W. Northgrave, Member

William W. Northgrave concentrates his practice in municipal law, specifically in the areas of redevelopment and long-term tax exemption and litigation related thereto. William has worked on a number of redevelopment projects throughout New Jersey, on behalf of both public and private entities, including projects in Woodbridge, Belmar, Linden, West Orange, Tinton Falls and Haddon Township, among others. William currently serves as General Counsel to the Township of Edison, the Middlesex County Utilities Authority and the Woodbridge Redevelopment Agency.

In addition to his municipal and redevelopment practice, William devotes significant time to election law issues. He has served as general or special counsel to the New Jersey State Democratic Committee and to a number of County Democratic Committees. He regularly counsels candidates and elected officials in various election law matters, ranging from election contests and recounts to recall elections and miscellaneous litigation arising out of contested elections, in addition to providing advice to candidates and campaigns on campaign-related issues.





- Zimmer v. Castellano, 432 N.J. Super. 412 (App. Div., 2013), addressing whether a mayor can break a tie vote in filling a council vacancy;
- In re: Ordinance 2354-12, 2013 WL 379288 (App. Div., 2013) (cert. granted on separate grounds) - whether a redevelopment bond ordinance can be the subject of a referendum;
- In re: Ordinance 2354-12, 223 N.J. 589, 127 A. 3d 1277 (2015) addressing issuance of redevelopment area bonds;
- G.D. v. Bernard Kenny, et al, 411 N.J. Super. 176, 984 A.2d 921 (app. Div, 2009), affirmed 205 N.J. 275 (2011) - addressing whether publication of a criminal conviction, later expunged, can form the basis for a claim of defamation;
- In re Petition for Referendum on City of Trenton Ordinance 09-02, 411 N.J. Super. 135, 984 A.2d 895 (App. Div. 2009), reversed 201 N.J. 349, 990 A.2d 1109 (2010) - addressing whether the sale of a public utility can be subjected to a referendum;
- King v. Lopez, HUD-L-3303-09 (Law Div., 2009), affirmed on other grounds, 2010 WL 4940051 - challenge to residency of elected official;
- The Port Authority of New York and New Jersey v. Bayonne Local Redevelopment Authority, et al, 2009 WL 1011333 - Open Public Meetings Act;
- · St. Joseph's Korean Catholic Church v. The Zoning Board of Adjustment of the Borough of Rockleigh, et al, 2006 WL 1320089 (Certification dismissed after argument) (Religious Land Use and Institutionalized Persons Act).



Isabel D. Chou, Partner

Isabel Chou's primary practice areas include affordable housing, redevelopment, corporate and nonprofit law. Isabel is knowledgeable in community development programs administered by the U.S. Department of Housing and Urban Development Department, and is experienced in structuring and closing real estate and project financing transactions.

Prior to becoming a lawyer, Isabel spent ten years in nonprofit organizational development and program management in California's Silicon Valley. She continues to serve as an active board and community volunteer for several nonprofit organizations on both the West and

Isabel received her B.A. from the University of California at Berkeley, her Master of Public Administration from the University of San Francisco, and her J.D. from Rutgers University in Newark, where she was also an editor of the Rutgers Law Review. After graduation, she served as a law clerk to the Honorable Carmen Messano in the Appellate Division of the New Jersey Superior Courts.





Tiena M. Cofoni, Partner

Tiena M. Cofoni's primary practice areas include redevelopment, municipal law and land use law.

Prior to joining the firm, she practiced for 14 years representing municipalities and land use boards in all areas of local government law and land use law. Her practice included attending and providing legal advice to governing bodies and boards at public meetings, the preparation of a wide variety of ordinances, resolutions and agreements, and the acquisition and sale of municipal property. She has briefed matters to the Law Division, Appellate Division and New Jersey Supreme Court, and has successfully argued prerogative writ cases and associated motions before the Law Division and Appellate Division.

Tiena received her B.S. from York College of Pennsylvania and her J.D. from the University of Connecticut. She is admitted to practice in New Jersey, the United States District Court for the District of New Jersey and the United States Court of Appeals for the Third Circuit.

Tiena was a member of the District X Fee Arbitration Committee from 2006 to 2008 and was Chairwoman of the Committee from 2008 to 2010. She is a member of the American Bar Association and New Jersey State Bar Association.



Bhavini A. Doshi, Partner

Bhavini A. Doshi concentrates her practice in the areas of redevelopment law, environmental law, municipal law, renewable energy and resiliency. She provides her clients a range of general counsel services in those areas including corporate governance, regulatory guidance and legislation drafting, transaction negotiation and document preparation, settlement and risk management, and appearance before governing bodies and at public meetings. Bhavini regularly advises on project finance structures such as the use of PILOTs, UEZ and other local, state and federal incentive programs, the implementation of state and/or federally monitored environmental remediation/LSRP projects, and the execution of complex real estate transactions.

Bhavini serves her client's legal needs through understanding their specific business operations and short and long-term goals, and is well versed in leading both in-house and outside legal teams. Bhavini brings a depth of experience in coordinating with other professionals including engineers, architects, planners, risk-managers and policy-makers to successful project completion. Prior to joining the firm, Bhavini served for five years in the Office of Corporation Counsel for the City of Jersey City, where she supervised hundreds of transactional and governance matters. She was the primary attorney and project manager for the City's most complex commercial transactions, including oversight over the City's largest construction projects, and provided counsel on project labor requirements, change orders, contractor/subcontractor defaults and surety responsibilities. From crafting policies to project execution, Bhavini successfully guided the City through the establishment of its first "Office of Sustainability", and led numerous projects including solar installation, citywide electric vehicle charging stations, green infrastructure, smart-city technologies and redevelopment of brownfield areas.

Bhavini started her career in the private practice of law, where she advised public and private entities in a variety of areas, including complex commercial litigation, public finance, and renewable energy. Previously, Bhavini interned with the International Criminal Tribunal for the former Yugoslavia (ICTY) in the Hague, Netherlands where she assisted prosecutors in all aspects of cases involving war crimes and crimes against humanity. Bhavini has served on several Boards, including previously on the Board of Trustees for the Learning Community Charter School in Jersey City, and currently on the Board of Trustees for the state-wide New Jersey Council for the Humanities.

Bhavini received her J.D. from Boston College Law School and her B.A. from Rutgers University where she was also a fellow at the Eagleton Institute of Politics and a scholar at the Institute for Women's Leadership. Bhavini is an active member of New Jersey's State Bar Association, serving on the Board of Directors for the Environmental Law Section, and serving as Vice-Chair for the Special Committee on Renewable Energy, Cleantech and Climate Change. She has presented on a variety of green energy, resiliency and procurement topics as a part of the Bar Association's continuing legal education program. She is admitted to practice in New Jersey and New York.

Publications

"Green Machines: The Value of NJ's Public Procurement Facilitating EV Infrastructure", May 2017, New Jersey League of Municipalities, 100th Anniversary Edition

"VW Settlement Monies - An Opportunity for Environmental Justice", OP-ED, NJ Spotlight, September 28, 2017



Karl P. Kemm, Partner

Karl P. Kemm's practice focuses on land use and development, and commercial/ transactional real estate. He has represented both public sector and private clients in virtually all aspects of these areas, from providing initial counseling, through acquisition, acquiring land use and regulatory approvals and litigation.

In the public sector area, Karl has served as municipal attorney for Edison Township, the Borough of Belmar and Hillsborough Township. He has also served as Planning Board Attorney for Franklin Township in Somerset County and Zoning Board Attorney for North Brunswick Township, Monroe Township, Edison Township and Hillsborough Township. Additionally, Karl served as the Authority Solicitor for the East Brunswick Sewerage Authority and as General Counsel to the New Jersey Association of Environmental Authorities, for which he also served on the Board of Directors.

Karl's background provides a broad knowledge of local government operations and procedures and the laws that govern them as well as their interaction with county, state and federal regulations. These areas include: real estate acquisition, sale and leasing; land use and regulation; redevelopment; eminent domain; real estate property taxation; water, sewer and stormwater infrastructure, regulation and permitting; and affordable housing requirements and regulations. Karl's experience provides a unique background and a practical approach to guide both public sector and private clients in all of their legal requirements in these and related areas.

Karl graduated from Monmouth University in 1989 with a B.S. in Business Administration. He received his J.D. from Widener University in 1995. He was admitted to practice in New Jersey in 1995 and the United States Court of Appeals for the Third Circuit in 1998.



Erin K. Law, Partner

Erin K. Law's practice focuses primarily on public finance, redevelopment and economic development. She currently represents school boards, municipalities, local authorities and redevelopment agencies as bond counsel and redevelopment counsel. Erin has experience in transactions involving public bodies resulting in the financing of a variety of projects throughout the State of New Jersey.

Erin counsels clients throughout each phase of the redevelopment process and in the negotiation of purchase and sale agreements, financial agreements and various loan agreements. She has extensive experience representing borrowers and conduit borrowers participating in the New Jersey Infrastructure Bank Financing Program and other pooled loan programs. Erin often participates in lectures and panel discussions regarding public finance.

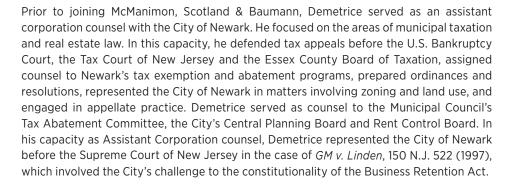
In 2001, Erin received a B.A. from Douglass College of Rutgers University, with a double major in Political Science and Administration of Justice. In 2003, Erin received her J.D. from the University of Maryland School of Law, where she served as a teaching fellow for the business faculty. Erin is licensed to practice in Maryland and New Jersey.



Demetrice R. Miles, Partner

Demetrice R. Miles maintains a diverse civil litigation practice concentrated in municipal law, which involves real property tax appeals and exemption claims, eminent domain, in rem tax foreclosure, public utility law, environmental law, local public contracts law, open public records act, construction law, employment and labor, and complex commercial litigation. Demetrice has extensive litigation experience, having participated in all levels of trial practice – including preparation of pleadings, discovery, motion practice, jury and non-jury trials, mediation, arbitration and appellate practice.

In the field of tax appeals and eminent domain, Demetrice has served as special counsel to various public entities throughout the State of New Jersey, including the City of Newark, the Housing Authority of the City of Newark, New Jersey Schools Development Authority, the Borough of Carteret, Carteret Redevelopment Agency, Township of Bloomfield, Township of Bloomfield Parking Authority, Township of Green Brook, County of Hudson, Orange Housing Authority, Township of Franklin, Borough of Roseland, Township of West Orange, East Orange Housing Authority, Township of Edison and the City of Linden, among other public entities. Demetrice's practice also involves residential and commercial real estate transactions, and redevelopment law.



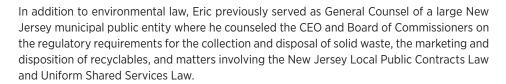
Demetrice received his B.S. from Eastern Michigan University and his J.D. from Thomas M. Cooley Law School. He is admitted to practice in New Jersey and Pennsylvania.



Eric E. Tomaszewski, Partner

Eric E. Tomaszewski concentrates in all aspects of environmental law including transactional matters, redevelopment projects, site remediations, regulatory compliance counseling, permitting, solid waste and recyclables, wastewater, cost recovery litigation and insurance coverage litigation. His clients include manufacturers, gasoline retailers, real estate developers, municipalities and public entities.

Eric has practiced environmental law in New Jersey since 2005 and has worked on many notable projects involving the redevelopment of contaminated property, including several warehouse and trucking facility projects in the City of Newark. He has also been involved in the defense and trial of several high-profile environmental cases including litigation related to the Passaic River Restoration Initiative undertaken by the U.S. EPA, and the trial of a former energy company against \$160 million environmental and construction claims related to the development of waterfront property in Miami. Eric has extensive experience in remediations related to underground storage tanks, whether in the commercial, industrial or residential context, including the regulatory framework for conducting those remediations and obtaining insurance coverage to pay the costs related to them.



In 2018, Eric was appointed to the Executive Committee (Secretary) of the New Jersey State Bar Association – Environmental Law Section, having previously served two terms on the Board of Directors. Eric was recognized as one of the New Jersey Rising Stars® in the area of environmental litigation, as published in New Jersey Super Lawyers Magazine, every year from 2011 through 2014.¹ Eric is a co-author of the New Jersey Environmental Law Handbook (2014) and frequently speaks on a variety of environmental law topics as part the New Jersey Bar Association's continuing legal education program.

Eric received his B.A. from Princeton University in 1999, and received his J.D. from Seton Hall University in 2004. After graduating law school, he served as law clerk to the Honorable Harriet Derman, P.J.Cv. (Ret.), New Jersey Superior Court, Somerset County.



¹The Super Lawyers – Rising Stars list is issued by Thomson Reuters. A description of the selection methodology can be found at www.superlawyers.com/about/selectionproces detail.html. No aspect of this advertisement has been approved by the Supreme Court of New Jersey.



Frances Ciesla McManimon, Counsel

Frances Ciesla McManimon practices in the areas of redevelopment, privatization of public water and wastewater systems and public finance. Francie counsels clients throughout the redevelopment process, including the designation of redevelopment areas, the preparation and adoption of redevelopment plans, the designation of redevelopers and the negotiation of redevelopment and financial agreements. Francie's practice includes the privatization of public water and wastewater systems including the preparation of procurement documents, the evaluation of proposals and the negotiation of concession and operating agreements. Francie has served as bond counsel, underwriter's counsel and trustee's counsel for public finance transactions undertaken by county and municipal government entities. She has experience representing public entities in negotiated and competitive bond and note sales, conduit financings and current and advance refundings.

Francie received her J.D. from Seton Hall Law School and her B.A. degree in Political Science from Washington & Jefferson College.



Aisha J. Cooper, Associate

Aisha J. Cooper's primary practice areas include redevelopment, housing and municipal law.

Aisha received her B.A. in Economics from Douglass College of Rutgers University and her J.D. from Rutgers University School of Law - Newark. After graduation, she worked as a law clerk for the NBA Players Union.

Prior to becoming an attorney, Aisha worked for several years as an associate vice president for an investment management firm. Aisha also worked as a project assistant for a non-profit organization in Newark that focused on community development projects.

Aisha is licensed to practice law in New Jersey.





Dominic DiLeo, Associate

Dominic DiLeo's primary practice areas include redevelopment and land use law.

Prior to joining the firm, Dominic worked for a New Jersey based real estate development firm, where he consulted on a wide variety of redevelopment projects and commercial real estate transactions.

In 2014, Dominic received his B.S. in Journalism & Media Studies and his B.A. in Political Science from Rutgers University. In 2017, he received his J.D. from Seton Hall University School of Law, where he was a member of the Interscholastic Moot Court Board. After graduation, Dominic served as a law clerk to the Honorable Deborah J. Venezia, P.J.F.P., in the Superior Court of New Jersey, Middlesex Vicinage.

He is admitted to practice in the State of New Jersey.



Kevin M. Fenstemaker, Associate

Kevin M. Fenstemaker's practice focuses on complex structured financing transactions involving governmental entities - such as the State of New Jersey, its agencies and authorities - conduit issuances (including student loan financings), charter school facility financings, large-scale redevelopment projects and issues involving federal taxation of municipal bonds. Kevin has represented governmental entities, not-for-profit entities, private for-profit entities and financial institutions in the course of his practice.

Kevin joined McManimon, Scotland & Baumann, LLC in 2015. He received his BA. from the Morrissey College of Arts and Sciences at Boston College, with a major in Political Science and a minor in American Studies, in 2012. He received his J.D. from Georgetown University Law Center in 2015, where he served as a senior editor of the Georgetown University Environmental Law Review.

Kevin is admitted to practice in New Jersey and New York.



Alexander D. Lehrer, Associate

Alexander's primary practice areas include environmental and land use law.

Prior to joining the firm, Alexander focused his practice on CERCLA litigation, other environmental law issues and representation of both municipal planning and zoning boards and representation of developers before planning and zoning boards.

In 2009, Alexander received his B.A. from Rutgers University with a major in History and minor in Political Science. In 2013, he received his J.D. from Seton Hall University School of Law. After graduation, Alexander served as a law clerk in the Superior Court of New Jersey, Union Vicinage.

He is admitted to practice in the State of New Jersey and the United States District Court for the District of New Jersey.



Alaina K. Patzke, Associate

Alaina Patzke's primary practice areas include redevelopment, public finance, project finance and corporate law.

Prior to joining the firm, Alaina completed a fellowship in the general counsel's office of The Wendy's Company in Dublin, OH. As in-house counsel, she developed transactional experience working in the areas of franchise development, contracts, securities and real estate. Alaina also assisted with special projects, such as shepherding collection of due diligence materials in connection with the company's refinancing of \$875 million of securitized debt.

In 2013, Alaina received a B.A. from The Ohio State University with a major in International Development and a minor in Spanish. In 2016, she received her J.D. from The Ohio State University Moritz College of Law, where she served as a Managing Editor of the Ohio State Law Journal. Alaina is licensed to practice in New Jersey and Ohio.



James E. Polles, Associate

James E. Polles is an associate whose primary practice areas include redevelopment and land use matters with various municipalities, local authorities and private developers on a variety of development projects and related financings. His extensive experience allows him to advise clients on both the financial and planning elements of the redevelopment process, from the designation of a redevelopment area and the negotiation of a redevelopment agreement, to the negotiation of financial agreements governing payments in lieu of taxes and working with developers to bring redevelopment project to successful fruition.

James's broad knowledge of local government operation and procedure and governing law allows him to also provide general and special counsel services for various municipalities including the Township of Edison, the Borough of Keyport, and other public entities. This experience provides a unique background in his ability to assist in all manner of local government practice and representation, from routine transactional real estate matters to the drafting of complex transactional agreements.

James received his J.D. from Ohio Northern University in 2011 and his B.S. in Political Science from the University of Scranton in 2006. He is admitted to practice in New Jersey and in the United States District Court for the District of New Jersey.



Clients/Representative Transactions





The Village

The Township of South Orange Village worked with a redeveloper to convert a surface parking lot into a mixed use project which includes 215 residential apartment units, a 513 structured parking deck and 3,000 square feet of retail space. Acting as redevelopment counsel, our firm worked with the Township of South Orange Village (the "Village") in order to expand its downtown corridor. The Village owned a 2.7 acre parcel that it previously utilized as 90 commuter surface parking spaces and the Village's volunteer rescue squad headquarters. The Village is on NJ Transit Midtown Direct Line and is home to many New York City commuters. The Village has a bustling Village-center and

sought to continue that vibrancy down Valley Street. We assisted the Village in amending its redevelopment plan, subsequently negotiating a redevelopment and financial agreement. Our firm participated in meetings of various local design committees, Planning Board meetings and both public and closed session Village Board of Trustee meetings. Further, our firm helped the Village to relocate the Volunteer Rescue Squad and negotiated a \$1.1 million payment from the redeveloper in order to build a new facility, a two-story 4,800 square foot headquarters. The final project includes 215 residential apartment units, a 513 structured parking deck and 3,000 square feet of retail space. The structured parking deck is shared by the apartment complex and the Village and represents in excess of a 50% increase in available commuter parking.



Bloomfield Parking Authority

For almost two decades, Bloomfield Township sought to address a shortage of parking in, and to breathe new life into its downtown, taking advantage of its proximity to major thoroughfares like the Garden State Parkway and Bloomfield Avenue, and to the Bloomfield Train Station. MSB worked with the Township to create the Bloomfield Parking Authority in 2003, which set about realigning existing public parking facilities in the Township and creating new ones, establishing rational parking rates and administering sensible parking enforcement. We served as bond counsel to the Township and the Parking Authority in connection with the Township's general obligation debt and with the

Authority's revenue-backed debt that helped finance the construction of the parking garage. We also served as redevelopment counsel to the Township during negotiations with the designated redeveloper. The site formerly contained a variety of small, disconnected retail stores and apartments, and surface parking facilities. It now includes 224 high-class rental apartments over almost 60,000 square feet of retail/commercial space surrounding a 4 story parking garage, and has brought a sense of vitality and life to this critical area of the Township.



Seafrigo Coldstorage Refrigerated Warehouse

Seafrigo Cold Storage NA is a major importer and distributor of high-end perishable products that come into the New York and New Jersey ports. MSB assisted in securing a property tax exemption for the development of the project which was a critical component of the decision to develop the specialized freezer warehouse and was a condition as part of the lease arrangements. The project cost approximately \$30,900,000. In addition, as part of the permanent financing, the owner of the project utilized New Markets Tax Credit financing to help lower its long term cost of borrowing. The owner was able to structure a leverage loan into the financing through a business partner to help enhance the value of

the tax credits. The project generated 200 construction jobs and retained 50 permanent jobs with the creation of 50 new permanent jobs over time.



Silklofts

The Maidenform factory in the City of Bayonne was once a symbol of its strong industrial history. At the height of its operations, the factory employed 1,300 employees. In 2009 a new owner decided to transform the closed factory into 85 luxury residential units. With the assistance of local property tax exemptions from the City of Bayonne, the owner was able to open the building to new residents in 2014. The project boasts exposed brick and high ceillings, studios, one-bedroom and two-bedroom units with a courtyard that includes a community pizza oven. MSB worked with the City and the owner to negotiate the terms of a long term tax exemption to help lower the cost of operating the project and to make the

project competitive with neighboring markets.



The Asbury

MSB represented the City of Asbury Park as special redevelopment counsel in connection with the \$46 million redevelopment and adaptive reuse of a former Salvation Army residential facility into The Asbury, a chic 110-room boutique hotel. Asbury Park's first hotel in 50 years, The Asbury was named the Best New Hotel in the country by USA Today in 2016. It features an outdoor swimming pool, bars, event facilities and a vibrant rooftop space which hosts an outdoor cinema at night. In addition to bringing new life to a vacant, dilapidated structure, The Asbury now generates approximately triple the previous revenues to local government through payments in lieu of taxes under a long

term tax exemption agreement, while the hotel use results in low demand for municipal services. The securitization of a special assessment on the property funded the construction of public infrastructure in connection with the project, at no cost to the public. The Asbury is one of the latest projects undertaken by affiliates of waterfront master developer Asbury Partners, LLC, which recently received redevelopment, planning, tax exemption and special assessment approvals for the construction of a sixteen story mixed use project at the nearby former C-8 site. Dubbed 1101 Ocean, the project will combine a 54 room hotel and 130 condominiums with retail and amenity space.



Wakefern Food Corp. Warehouse

On December 30, 2010, MSB closed a \$46,800,000 financing transaction for Elberon Development Co., L.L.C. which included the issuance of \$44,499,000 in Recovery Zone Facility Bonds. The project includes the demolition and construction of a 524,000 sq. ft state-of-the-art warehouse for Wakefern Food Corp. in Elizabeth. Wakefern, operating under the names ShopRite and PriceRite, is a member-owned wholesale distribution cooperative, supplying over 200 stores with groceries and other merchandise along the eastern seaboard, including New Jersey, New York and Pennsylvania. The new warehouse will replace an existing structure that has housed Wakefern's operations for

over 50 years. For each of those 50 years Elberon Development Co. and its affiliate, Elberon Development Co., L.L.C., has owned and managed the site while maintaining a strong commitment to the City of Elizabeth. The Recovery Zone Facility Bonds were issued by the Union County Improvement Authority under the federal 2009 American Reinvestment and Recovery Act which terminated after December 31, 2010. The RZFBs were a federal bond program permitting governments to issue tax-exempt, private activity bonds to spur private investment in new projects. Despite the State of New Jersey's sizable allocation of volume cap for RZFBs many projects were not able to take advantage of the benefits of the RZFBs due to a variety of factors, including project readiness, credit worthiness of the borrowers, and the time constraint on the issuance of the RZFBs. In spite of these obstacles, the project received volume cap allocation from the City of Elizabeth (\$3,931,000), the County of Union (\$15,568,000) and a reallocation of volume cap from the State (\$25,000,000). The construction loan was secure through TD Bank, N.A., which purchased the RZFBs and provided a construction term loan and a revolving line of credit to assist in the construction of the Project.



Teachers Village

In September 2014, McManimon, Scotland & Baumann, LLC represented RBH Group, and its affiliates, in the third and final phase of the multifaceted and complex financing of the Teachers Village Project at Four Corners in the City of Newark, New Jersey (the "Project") – recently awarded the New Jersey Future's 2013 Smart Growth Award. The Project is a mixed-use development consisting of the construction of 8 separate buildings and shared parking lot areas to provide 205 units of residential workforce housing, 3 charter schools, one pre-school/day care (together serving approximately 950 students), and approximately 63,000 square feet of rentable retail space, as part of the

redevelopment of downtown Newark. McManimon, Scotland & Baumann, LLC was central to structuring the financing of the Teachers Village Project, which financing consisted of New Markets Tax Credit leveraging public financing including Qualified School Construction Bonds, Redevelopment Area Bonds, and Urban Transit Hub Tax Credits. McManimon, Scotland & Baumann, LLC was able to assist the developer in taking advantage of the various financial tools available to public and private entities in redevelopment areas due to the firm's extensive background in public finance and tax. Additionally, we assisted the developer in various real estate and land use aspects of the Project, including transfers, easements, consolidating the properties, perfecting various subdivisions, and in this final phase, creating a condominium form of ownership. McManimon, Scotland & Baumann, LLC also formed all special purpose entities required by the various lenders as well as assisted the developer in monetizing its Urban Transit Hub Tax Credits, the first securitized Urban Transit Hub Tax Credit deal in the State of New Jersey.



Dr. Walter G. Alexander Village

McManimon, Scotland & Baumann, LLC represents the Housing Authority of the City of Orange and its nonprofit affiliate, the Orange Housing Development Corporation, in the development of a three phase project known as the Dr. Walter G. Alexander Village redevelopment project, which provides high-quality, affordable housing opportunities to families in Orange, New Jersey. The first phase (consisting of four 3-story buildings with a total of 66 new units of affordable housing, a community center, and on-site parking) and the second phase (consisting of 48 age-restricted rental units with a garden area as well as on-site parking) are now complete. Development is starting on the third and final

phase of the Dr. Walter G. Alexander Village, which consists of two new buildings: (i) a 3-story building containing 16 residential rental units, and (ii) a 4-story building containing 26 residential rental units and a 4,100 square feet community center. McManimon, Scotland & Baumann, LLC assisted the housing authority in structuring the financing for the project, which financing consisted of several funding sources, including American Recovery and Reinvestment Act of 2009 funds, Housing Replacement Factor funds, low-income housing tax credit equity, and New Jersey Housing and Mortgage Finance Agency permanent and construction financing. McManimon, Scotland & Baumann, LLC also prepared the incorporation paperwork, bylaws and an application for 501(c)(3) status for the Orange Housing Development Corporation, which entity serves as the development corporation responsible for the demolition of the existing buildings and redevelopment of the entire area. The Dr. Walter G. Alexander Village, Phases I and II, recently won the 2014 Excellence in Housing and Economic Development Award in the category of "Leading Housing Revitalization Award (Rental)". This award is given to "the most outstanding housing and economic development projects and partnerships throughout New Jersey. The state award program celebrates the best in housing revitalization, public-private economic development partnerships, and supportive housing developments that strengthen the vitality of our communities, contribute to economic growth, and demonstrate the potential to have a lasting impact."



City of Asbury Park - Waterfront Redevelopment

Since being named Special Counsel in 2002 and Waterfront Redevelopment Counsel in 2008, McManimon, Scotland and Baumann, LLC has worked with the development and lending community to increase private investment throughout the City of Asbury Park. Completed projects include a renovated department store that now houses 63 rental units and 10,000 square feet of retail and a series of smaller of smaller buildings in the City's bustling Central Business District. In 2010, the City executed a redevelopment agreement with Madison Asbury Retail, L.L.C. formalizing Madison Marquette's role as a redeveloper of

the City's famed Boardwalk, Convention Hall and Stone Pony nightclub. Under this agreement, three of the Boardwalk Pavilions were renovated into first class retail and restaurant/night club space and the Stone Pony opened an expanded and state-of-the-art outdoor stage. Renovation and reconstruction of the remaining buildings will be covered in subsequent redevelopment agreements. The City also worked with the redeveloper to coordinate on-street and off-street parking and a schedule of a series of entertainment events throughout the year to draw visitors in all seasons. The results have been positive, with an added benefit: the City's revenues from beach and parking fees increased from \$35,000 in 2003 to over \$900,000 in the first nine months of 2010. As the economic cycle resets, the City remains committed to its redevelopment initiatives and will continue to work with existing and new developers to rebuild its historic waterfront.



Bayonne Local Redevelopment Authority-Alexan City View

Our firm acted as redevelopment counsel to the Bayonne Local Redevelopment Authority (the "BLRA") in the sale of land and development rights on two blocks of property located on the Peninsula at Bayonne Harbor to Trammell Crow Residential, a nationally acclaimed and recognized developer. The Peninsula is a decommissioned U.S. Army Military Ocean Terminal conveyed to the BLRA for redevelopment. The Alexan City View consists of two luxury residential rental buildings containing 544 units with stunning views of the New York City Skyline. The total costs of the project exceeded \$176 million, including the cost of the land. The Alexan City View is also the largest LEED-certified community in the United States.



City of Newark – Downtown/Arena Redevelopment

We acted as redevelopment counsel to the Housing Authority of the City of Newark which carried out the Downtown Core Redevelopment Project in the City of Newark, consisting of the acquisition, development and construction of the multi-purpose Prudential Center. We also assisted with the issuance \$200,420,000 in bonds to support the financing of the Downtown Core Redevelopment Project.



City of Bayonne – Bayonne Crossing

Our firm worked with The Hudson County Improvement Authority, the County of Hudson, the City of Bayonne Redevelopment Agency and the City of Bayonne (the "City") in a multi-public body financing through the New Jersey Environmental Infrastructure Trust (the "NJEIT") of a portion of a redevelopment project consisting of the remediation of a former petroleum site and the construction of a 356,000 square foot "big box" retail project located in the City of Bayonne. The financing, secured by Payments In Lieu Of Taxes, a Letter of Credit during construction and guaranties of the County and City,

involved ten different public entities, required over 80 public votes, 23 different public/government approvals and permits and endured multiple lawsuits, all during an economic recession. The success of the financing depended on our firm working closely with each of the public entities, the redeveloper and the NJEIT in creating solutions to questions never asked of the NJEIT in prior financings. As a result, in part, of our prior experience with the NJEIT and our working relationship with members of the NJEIT and the New Jersey Department of Environmental Protection, the City will now replace a severely contaminated 30-acre parcel of land with an exciting new retail power center that will generate tax revenue, urban enterprise zone revenue and thousands of construction and full-time jobs.



Town of Harrison – Harrison Commons

Our firm worked with the Town of Harrison, the County of Hudson and the Hudson County Improvement Authority to assist the Town in implementing its redevelopment plan. This project involved the initial phase of a multi phased neighborhood in which a private developer was facing a series of site specific challenges during a time when conventional financing was contracting. The challenges included unanticipated costs associated with environmental remediation, utility relocation and infrastructure to service the multi-phase project which needed to be financed before the initial phase was commenced.

Using two series of bonds secured by payments in lieu of taxes and special assessments, respectively, nearly \$13 million in public subsidy was made available to the initial phase of the project. This level of public commitment required a coordinated security package be created to protect the interests of the Town without impacting the ability of the developers to obtain conventional financing. The result was the opening of a 275 unit building in September, 2011, with new revenues flowing to the Town and new residents inhabiting the first privately financed and owned project within the Town's redevelopment area since 2004. In 2012, it is anticipated that the developers will begin phase II and Phase III of their project.

Bayonne Local Redevelopment Authority - Peninsula at Bayonne Harbor Redevelopment

The firm has been actively engaged with the City of Bayonne and the BLRA in the redevelopment of the Peninsula at Bayonne Harbor which was decommissioned by the United States Army and transferred to the BLRA. We represented the BLRA in the negotiation and execution of several conditional designation agreements, four redevelopment agreements, a project development agreement and an infrastructure improvements redevelopment agreement along with a wide variety of financial instruments and other supporting agreements.

City of Elizabeth – Jersey Gardens

We represented the New Jersey Economic Development Authority in the structuring and issuance of \$140,552,550.30 in bonds under the Large Site Landfill Reclamation and Improvement Law to finance infrastructure and remediation costs associated with the Jersey Gardens Outlet Mall in Elizabeth. In 1998, this success story demonstrated the effectiveness of the law, but also the limits. This law eventually became the model for the Redevelopment Area Bond Financing Law that serves as the main financing tool for redevelopment in the State of New Jersey.

City of Asbury Park - Steinbeck Building

We worked with a developer to rehabilitate an abandoned department store into over 11,000 square feet of retail space and 63 rental units. We were able to use an innovative formula under the Long Term Tax Exemption Law that guaranties the City 10% of a minimum rent roll for the rental units to help pay for certain costs of the project.

City of Asbury Park – Westminster Redevelopment

McManimon, Scotland & Baumann, LLC serves as lead redevelopment counsel in connection with the Westminster redevelopment project in the Wesley Lake Section of the City of Asbury Park. As lead redevelopment counsel, the firm will effectuate the phased development of several hundred for-sale residential units, as well as mixed-use development.

Bayonne Local Redevelopment Authority - Harbor Station Neighborhood

We represented the BLRA in connection with the proposed construction of a 102-acre parcel that will support at least 1,793 residential units, 500,000 square feet of office space, 134,000 square feet of retail space and 117,600 square feet of civic space

Bayonne Local Redevelopment Authority - Bayonne Bay Neighborhood

We represented the BLRA in the simultaneous negotiation of two redevelopment agreements and associated notes, mortgages, access agreements, and an infrastructure improvement redevelopment agreement. One redeveloper will construct approximately 1,300 condominiums and town homes and the other redeveloper will construct approximately 540 rental units and a clubhouse.

Bayonne Local Redevelopment Authority - Maritime Industrial Neighborhood

We represented the BLRA in the negotiation of a redevelopment agreement with a global shipping company for construction of a roll-on roll-off facility for the importation and exportation of vehicles. We represented the BLRA in its efforts to win a motion for summary judgment in the law division and, after an appeal was filed, the successful motion requesting that the Appellate Division expedite the matter. Currently we are awaiting oral argument.

Borough of Carteret - Carteret Tomorrow

We serve as redevelopment counsel to the Borough in connection with a project that will consist of the construction of an approximately 250,000 square foot warehouse that, together with surface parking facilities, will serve as the engineering control, or "cap", for certain contaminated property.

Borough of Carteret - West Carteret Minue Street Redevelopment

We serve as redevelopment counsel to the Borough in connection with the proposed construction of over 400,000 square feet of retail, office and warehouse space, a portion of which will be exempt from taxation under the Short Term Tax Exemption Law. We also represented the Borough in litigation, in the Superior Court of New Jersey, with the owners of some of the properties initially included in the designated redevelopment area.

Borough of Carteret - Lower Roosevelt Avenue Redevelopment

We serve as redevelopment counsel to the Borough in connection with the proposed construction of over 400 market rate residential units, some of which will be leased and some of which will be offered for sale, as well as over 40,000 square feet of retail space. All of these improvements have been exempted from taxation under the Long Term Tax Exemption Law for the purposes of financing a portion of the costs of the project. This project required the use of eminent domain and the relocation of a number of individuals, families and businesses under applicable State and federal laws.

Borough of Carteret - Waterfront Redevelopment

We serve as redevelopment counsel to the Borough in connection with the proposed construction of approximately 500 residential units and the construction of a terminal for a ferry service that is expected to serve the Borough and surrounding communities. The project will require the remediation of an environmentally-challenged area that is a designated Brownfields Development Area.

Borough of Carteret - Community Health and Wellness Center

We serve as redevelopment counsel to the Borough in connection with the proposed construction of a 36,000 square foot community health and wellness center, including weight and exercise rooms, an 8,600 square foot multi-purpose sports room, a 7,000 square foot aquatics center with a swimming pool, physical therapy facilities, a café, and related office space.

Borough of Carteret - Middlesex Avenue Residential Redevelopment

We serve as redevelopment counsel to the Borough in connection with the proposed construction of a high-density housing project consisting of integrated market rate and affordable units offered for sale.

Township of Edison - Ford Plant Redevelopment

We served as redevelopment counsel to the Township in the successful negotiation and redevelopment of the former Ford Plant Site, consisting of over 100 acres. The project will consist of a lifestyle center with a hotel, theater, restaurants and shopping anchored by two large-format commercial retailers. We also successfully negotiated the donation of 7.5 acres of the property for the expansion of an adjacent park and the payment of \$1,500,000 in development fees to the Township.

Township of West Orange

The firm serves as redevelopment counsel in connection with a comprehensive mixed-use, residential and retail redevelopment project to be undertaken within the Township's Historic Downtown Redevelopment Area, which includes the Edison Battery Factory site. The project will consist of 609 residential units, including 71 affordable units, 50,000 square feet of retail and amenity space and a parking garage. The firm was also recently successful in obtaining Local Finance Board approval to issue \$41,000,000 in Redevelopment Area Bonds in order to undertake certain infrastructure improvements and other improvements at the project site.

Township of Woodbridge - Avenel Arts Village

We represent the Woodbridge Redevelopment Agency (WRA) in the redevelopment of a former defense contracting facility. The site will be redeveloped into a themed, mixed use residential, retail and commercial development.

Township of Woodbridge - Original Keasbey Redevelopment

Our firm has assisted the Township and the WRA in negotiating agreements to develop warehouse space for a national internet retailer, expansion of warehouse space for a national overnight package delivery service and redevelopment of a highly contaminated site into a unique parcel transfer facility. The Township utilized provisions of the Redevelopment Area Bond Financing Act and the Long Term Tax Exemption Law to encourage redevelopment of these environmentally contaminated sites.

Elizabeth Parking Authority - Elizabethtown Plaza Parking Garage

In November 2009, McManimon, Scotland & Baumann, LLC, represented the Elizabeth Parking Authority and a newly formed 501(c)(3) non-profit corporation formed on behalf of the Parking Authority to complete a highly complex NMTC transaction involving a host of public stakeholders and their respective professionals, to finance the design, development, construction, operation and maintenance of an approximately 1,500-space, multi-level parking garage and related facility in the City of Elizabeth. This transaction involved multiple revenue sources, including public debt issued by the County of Union and Union County College, and an \$11,875,000 NMTC loan. In addition to the NMTC financing, the firm completed in June 2010 the remainder of the \$35,000,000 project financing using Recovery Zone Economic Development Bonds authorized by the American Recovery and Reinvestment Act of 2009.

Elberon Development Co., L.L.C. – Wakefern Food Corp. Warehouse

McManimon, Scotland & Baumann, LLC represented Elberon Development Co., L.L.C. in structuring one of the few Recovery Zone Facility Bond transactions to close in New Jersey. The Recovery Zone Facility Bonds were issued as part of the 2009 American Reinvestment and Recovery Act intended to stimulate private investment into new projects by offering tax-exempt interest rates. With the bonds, Elberon was able to secure \$44,499,000 in tax-exempt bond financing to construct a new 524,000 sq. ft. state-of-the-art warehouse for Wakefern Food Corp. in Elizabeth. This project will generate 130 construction jobs within Elizabeth and help the City retain over 345 jobs.

Township of Maplewood - Dunnell Road Police Building Redevelopment

Our firm serves as special redevelopment counsel to the Township of Maplewood in connection with several redevelopment and rehabilitation areas, including the rehabilitation of the former police station site located at 125 Dunnell Road, Maplewood, New Jersey. In that particular matter, we assisted the Township in all aspects of the redevelopment process, including site designation, redevelopment plan preparation and adoption, and selection of and negotiations with the redeveloper. The site, which was environmentally challenged, has been successfully redeveloped into a multifamily residential building known as "The Station House" containing 50 rental units and associated parking.



REDEVELOPMENT **CLIENT LIST**

(Past and Present)

Absecon, City of Asbury Park, City of

Atlantic County Improvement Authority

Bayonne, City of

Bayonne Redevelopment Agency

Belmar, Borough of Belleville, Township of Bernardsville, Borough of Bloomfield, Township of **Bloomfield Parking Authority**

Brick, Township of Carteret, Borough of

Carteret Redevelopment Agency Coastal Partners Urban Renewal

Cranford, Township of East Orange, City of Edison, Township of

Elberon Development Co., Inc.

Ewing, Township of Fieldstone Associates

Fort Monmouth Economic Revitalization Authority

Franklin Township Redevelopment Agency

Garwood, Borough of Goodman Properties Haddonfield, Borough of Hamilton, Township of

Highland Park Redevelopment Agency

Hightstown, Borough of Hoboken, City of Hopewell, Township of

Hudson County Improvement Authority

Intra West

Irvington, Township of

Jersey City Redevelopment Agency

Jersey Walk, LLC Keyport, Borough of Linden, City of Long Branch, City of Lyndhurst, Township of Maplewood, Township of Matawan, Borough of Metuchen, Borough of Middlesex, Borough of Millville, City of Montclair, Township of Montgomery, Township of

New Jersey Meadowlands Commission

New Plan Urban Renewal Newark Housing Authority

Newark, City of

Newton, Town of Ocean City, City of Oceanport, Borough of

Old Bridge Redevelopment Agency

Opus Investments

Orange Township, City of

Orleans Homes/Goodman Properties Joint Venture

Palmyra, Borough of

Passaic Redevelopment Agency Paterson Parking Authority Perth Amboy, City of Piscataway Township Pitcairn SkyMark, LLC Plainfield, City of Plainsboro, Township of Pleasantville, City of Plumsted, Township of Princeton, Borough of Quantum Investments, LLC Red Bank, Borough of Ridgewood, Village of

Roseland, Borough of Roselle, Borough of Roselle Park, Borough of Rutherford, Borough of Scannel Urban Renewal Seaside Heights, Borough of Somers Point, City of South Amboy, City of

South Amboy Redevelopment Agency South Orange Village, Township of South Toms River, Borough of Springfield, Township of Stafford, Township of

Tern Landing Development, L.L.C.

Tinton Falls, Borough of Totowa, Borough of Trenton, City of Union, Township of Upper, Township of West Caldwell, Township of West Orange, Township of West Windsor Township Wharton, Borough of Wildwood, City of

Woodbridge Redevelopment Agency

Woodbridge, Township of Wood-Ridge, Borough of

Business Certificates





STATE OF NEW JERSEY BUSINESS REGISTRATION CERTIFICATE

Taxpayer Name:

MCMANIMON, SCOTLAND & BAUMANN, LLC

Trade Name:

Address:

75 LIVINGSTON AVENUE #201

ROSELAND, NJ 07068

Certificate Number:

0075601

Effective Date:

January 03, 1988

Date of Issuance:

January 02, 2018

For Office Use Only:

20180102102315992

STATE OF NEW JERSEY DEPARTMENT OF THE TREASURY DIVISION OF REVENUE AND ENTERPRISE SERVICES SHORT FORM STANDING

MCMANIMON, SCOTLAND & BAUMANN, LLC 0600036776

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on March 13, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and office are:

JOHN V. CAVALIERE 75 LIVINGSTON AVENUE 2ND FLOOR ROSELAND, NJ 07068



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 3rd day of January, 2018

Ford M. Scudder Acting State Treasurer

Certificate Number: 6085081626

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE N.J.S.A. 10:5-31 et seq. (P.L. 1975, C. 127) N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICE AND GENERAL SERVICE CONTRACTS

During the performance of this contract, the contractor agrees as follows:

The contractor or subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, the contractor will take affirmative action to ensure that such applicants are recruited and employed, and that employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such action shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the Public Agency Compliance Officer setting forth provisions of this nondiscrimination clause.

The contractor or subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex.

The contractor or subcontractor, where applicable, will send to each labor union or representative or workers with which it has a collective bargaining agreement or other contract or understanding, a notice, to be provided by the agency contracting officer advising the labor union or workers' representative of the contractor's commitments under this act and shall post copies of the notice in conspicuous places available to employees and applicants for employment.

The contractor or subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time and the Americans with Disabilities Act.

The contractor or subcontractor agrees to make good faith efforts to employ minority and women workers consistent with the applicable county employment goals established in accordance with N.J.A.C. 17:27-5.2, or a binding determination of the applicable county employment goals determined by the Division, pursuant to N.J.A.C. 17:27-5.2.

The contractor or subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, labor unions, that it does not discriminate on the basis of age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.

The contractor or subcontractor agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.

In conforming with the applicable employment goals, the contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

The contractor shall submit to the public agency, after notification of award but prior to execution of a goods and services contract, one of the following three documents:

Letter of Federal Affirmative Action Plan Approval

Certificate of Employee Information Report

Employee Information Report Form AA302

The contractor and its subcontractors shall furnish such reports or other documents to the Div. of Contract Compliance & EEO as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Div. of Contract Compliance & EEO for conducting a compliance investigation pursuant to **Subchapter 10 of the Administrative Code at N.J.A.C. 17:27**.

NAME OF COMPANY: _M	1cManimon, Scotland & Baumann, LLC
NAME OF OFFICIAL:	seph P. Baumann, Jr.
TITLE: Member	DATE: 11/29/18
SIGNATURE: Joseph	P. Ba
0-7	



CERTIFICATE OF LIABILITY INSURANCE

J1RKULL

10/09/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s). CONTACT Charles Caruso PRODUCER Herbert L Jamison & Co., LLC PHONE (A/C, No, Ext): (973) 731-0806 FAX (A/C, No): (973) 731-3035 20 Commerce Drive 2nd Floor E-MAIL ADDRESS; ccaruso@jamisongroup.com Cranford, NJ 07016 INSURER(S) AFFORDING COVERAGE NAIC # INSURER A: Interstate Fire & Casualty 22829 INSURED INSURER B : QBE Specialty Insurance Company 11515 McManimon, Scotland & Baumann, LLC INSURER C 75 Livingston Avenue INSURER D Roseland, NJ 07068 INSURER E : INSURER F : COVERAGES CERTIFICATE NUMBER: **REVISION NUMBER:** THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICI PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. ADDL SUBR POLICY EFF POLICY EXP TYPE OF INSURANCE **POLICY NUMBER** LIMITS COMMERCIAL GENERAL LIABILITY EACH OCCURRENCE CLAIMS-MADE OCCUR DAMAGE TO RENTED PREMISES (Ea occurrence) MED EXP (Any one person) PERSONAL & ADV INJURY GEN'L AGGREGATE LIMIT APPLIES PER: **GENERAL AGGREGATE** PRO-POLICY LOC PRODUCTS - COMP/OP AGG OTHER COMBINED SINGLE LIMIT AUTOMOBILE LIABILITY ANY AUTO BODILY INJURY (Per person) OWNED AUTOS ONLY SCHEDULED AUTOS BODILY INJURY (Per accident) HIRED AUTOS ONLY NON-OWNED PROPERTY DAMAGE (Per accident) UMBRELLA LIAB OCCUR **EACH OCCURRENCE EXCESS LIAB** CLAIMS-MADE AGGREGATE DED RETENTION \$ WORKERS COMPENSATION AND EMPLOYERS' LIABILITY PER STATUTE ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) E.L. EACH ACCIDENT If yes, describe under
DESCRIPTION OF OPERATIONS below
Lawyers Prof Liab E.L. DISEASE - EA EMPLOYEE E.L. DISEASE - POLICY LIMIT A 10/15/2018 10/15/2019 3,000,000 CLX01001943 3,000,000 **Excess Liability** 10/15/2018 | 10/15/2019 |7,000,000 x/s QPL 0064470 3,000,000 DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Attorneys at Law See attached "Additional Remarks Schedule" for additional insurers. CERTIFICATE HOLDER CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. McManimon, Scotland & Baumann, LLC 75 Livingston Avenue Roseland, NJ 07068 AUTHORIZED REPRESENTATIVE

ACORD 25 (2016/03)

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LOC#:



ADDITIONAL REMARKS SCHEDULE

Page 1 of 1

AGENCY		NAMED INSURED	
Herbert L Jamison & Co., LLC		McManimon, Scotland & Baumann, LLC	
POLICY NUMBER		Roseland, NJ 07068	
SEE PAGE 1			
CARRIER	NAIC CODE		
SEE PAGE 1	SEE P 1	EFFECTIVE DATE: SEE PAGE 1	

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM, FORM NUMBER: ACORD 25 FORM TITLE: Certificate of Liability Insurance

Excess Liability Insurance

Hudson Specialty Insurance Company

Policy No.: ATL4100361

Excess Limits: \$5,000,000 part of \$10,000,000 excess \$10,000,000

NAIC #37079

Ironshore Specialty Insurance Company

Policy No: 003823700

Excess Limits: \$5,000,000 part of \$10,000,000 excess \$10,000,000

NAIC #25445

J1MRITCHIE

ACORD

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 10/11/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of curb policy certain policies may require an endorsement.

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2nd	l Floor				E-MAIL ADDRE	SS:					
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ACORD

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 06/19/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER. AND THE CERTIFICATE HOLDER.

REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER. IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s). CONTACT Charles Caruso PRODUCER Herbert L Jamison & Co., LLC PHONE (A/C, No, Ext): (973) 669-2311 FAX (A/C, No): (973) 731-3035 20 Commerce Drive E-MAIL ADDRESS: ccaruso@jamisongroup.com 2nd Floor Cranford, NJ 07016 INSURER(S) AFFORDING COVERAGE NAIC # N/A INSURER A : Lloyd's of London INSURED INSURER B: McManimon, Scotland & Baumann, LLC INSURER C 75 Livingston Avenue INSURER D Suite 201 Roseland, NJ 07068 INSURER E : INSURER F : COVERAGES CERTIFICATE NUMBER: REVISION NUMBER: THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

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Y PRO- JECT LOC						
	1.				GENERAL AGGREGATE	\$
					PRODUCTS - COMP/OP AGG	\$.
						\$
LE LIABILITY					COMBINED SINGLE LIMIT (Ea accident)	\$
UTO					BODILY INJURY (Per person)	\$
S ONLY SCHEDULED AUTOS					BODILY INJURY (Per accident)	\$
ONLY NON-OWNED AUTOS ONLY					PROPERTY DAMAGE (Per accident)	s
						\$
ELLA LIAB OCCUR					EACH OCCURRENCE	\$
SS LIAB CLAIMS-MAD	E				AGGREGATE	\$
RETENTION \$						\$
COMPENSATION YERS' LIABILITY					PER OTH-	
ETOR/PARTNER/EXECUTIVE	1				E.L. EACH ACCIDENT	\$
	1				E.L. DISEASE - EA EMPLOYEE	\$
in NH)					E.L. DISEASE - POLICY LIMIT	
on NH) Doe under DN OF OPERATIONS below						3,000,000
IE	TOR/PARTNER/EXECUTIVE MBER EXCLUDED?	TOR/PARTNER/EXECUTIVE N/A	ETOR/PARTNER/EXECUTIVE T/N ABER EXCLUDED? N/A	ADER EXCLUDED? N/A be under NOF OPERATIONS below	ETOR/PARTNER/EXECUTIVE Y/N ABER EXCLUDED? NH) N/A a under N OF OPERATIONS below	ELL EACH ACCIDENT N/A ELL EACH ACCIDENT N/A ELL EACH ACCIDENT

CERTIFICATE HOLDER	CANCELLATION
For Evidence Only	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	Muchael Caleman

CERTIFICATE OF EMPLOYEE INFORMATION REPORT

This is to certify that the contractor listed below has submitted an Employee Information Report pursuant to N.J.A.C. 17:27-1.1 et. seq. and the State Treasurer has approved said report. This approval will remain in effect for the period of 15-NOV-2018 to 15-NOV-2021

MCMANIMON, SCOTLAND & BAUMANN, LIC 75 LIVINGSTON AVENUE, SULTE 201

ROSELAND

NJ 07068 5408

ELIZABETH MAHER MUOIO

State Treasurer



STATE OF NEW JERSEY DEPARTMENT OF THE TREASURY DIVISION OF PURCHASE AND PROPERTY

33 WEST STATE STREET, P.O. BOX 230 TRENTON, NEW JERSEY 08625-0230

DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN FORM

BID SOLICITATION #:	VENDOR/BIDDER:	McManimon, Scotland & Baumann, LLC		
VENDOR/BIDDER M	<u>PART 1</u> CERTIFICATION IUST COMPLETE PART 1 BY CHECKING ONI	E OF THE BOXES		
FAILURE TO CHECK ONE	OF THE BOXES WILL RENDER THE PROPO	SAL NON-RESPONSIVE		
Pursuant to Public Law 2012, c. 25, any person or entity that submits a bid or proposal or otherwise proposes to enter into or renew a contract must complete the certification below to attest, under penalty of perjury, that neither the person nor entity, nor any of its parents, subsidiaries, or affiliates, is identified on the Department of the Treasury's Chapter 25 list as a person or entity engaged in investment activities in Iran. The Chapter 25 list is found on the Division's website at http://www.state.nj.us/treasury/purchase/pdf/Chapter25List.pdf . Vendors/Bidders must review this list prior to completing the below certification. Failure to complete the certification will render a Vendor's/Bidder's proposal non-responsive. If the Director of the Division of Purchase and Property finds a person or entity to be in violation of the law, s/he shall take action as may be appropriate and provided by law, rule or contract, including but not limited to, imposing sanctions, seeking compliance, recovering damages, declaring the party in default and seeking debarment or suspension of the party.				
	CHECK THE APPROPRIATE BOX			
A. I certify, pursuant to Public Law 2012, c. 25, that neither the Vendor/Bidder listed above nor any of its parents, subsidiaries, or affiliates is listed on the N.J. Department of the Treasury's list of entities determined to be engaged in prohibited activities in Iran pursuant to P.L. 2012, c. 25 ("Chapter 25 List"). Disregard Part 2 and complete and sign the Certification below.				
B. I am unable to certify as above because the Vendor/Bidder and/or one or more of its parents, subsidiaries, or affiliates is listed on the Department's Chapter 25 list. I will provide a detailed, accurate and precise description of the activities in Part 2 below and sign and complete the Certification below. Failure to provide such information will result in the proposal being rendered as nonresponsive and appropriate penalties, fines and/or sanctions will be assessed as provided by law.				
	D. D			
BLE AGE BROWNER ADDITION	<u>PART 2</u>			
	NAL INFORMATION RELATED TO INVESTMI ed, accurate and precise description of the activities t activities in Iran by completing the boxes below.	The second secon		
ENTITY NAME: RELATIONSHIP TO VENDOR/BIDDER: DESCRIPTION OF ACTIVITIES: DURATION OF ENGAGEMENT: ANTICIPATED CESSATION DATE:				
VENDOR/BIDDER CONTACT NAME:				
VENDOR/BIDDER CONTACT PHONE No.: Attach Additional Sheets If Necessary.				
	CERTIFICATION			
contained herein, and that the Vendor/Bidder is a contract(s) with the State to notify the State in writ to make a false statement or misrepresentation in constitute a material breach of my agreement(s) with unenforceable.	execute this certification on behalf of the Vendor/B are true and complete. I acknowledge that the State under a <u>continuing obligation</u> from the date of this ting of any changes to the information contained here this certification. If I do so, I will be subject to continue the State, permitting the State to declare any contribution.	e of New Jersey is relying on the information is certification through the completion of any ein; that I am aware that it is a criminal offense criminal prosecution under the law, and it will		
Signature Joseph P. Baumann, Jr., Member				
Print Name and Title				

References





REDEVELOPMENT COUNSEL REFERENCES

John C. Lamey, Jr. **Executive Director** Atlantic County Improvement Authority 1333 Atlantic Avenue Suite 700 Atlantic City, NJ 08401 Telephone: (609) 343-2390

Daniel J. Reiman Mayor Borough of Carteret 61 Cooke Avenue Carteret, NJ 07008 Telephone: (732) 541-3801

Caroline Ehrlich **Executive Director** Woodbridge Township Redevelopment Agency 1 Main Street Woodbridge, NJ 07095 Telephone: (732) 602-6015

Christopher W. Eilert Administrator Borough of Wood-Ridge 85 Humboldt Street Wood-Ridge, NJ 07075 Telephone: (201) 939-0202

Ron Manzella Township Administrator Township of Union 1977 Morris Avenue Union, NJ 07083 Telephone: (973) 851-8500

Stephen J. Gallo **Business Administrator** Borough of Keyport 70 West Front Street, 2nd Floor Keyport, NJ 07735 Telephone: (732) 739-5122

Norman M. Guerra Chief Executive Officer Hudson County Improvement Authority 830 Bergen Avenue, 9th Floor Jersey City, NJ 07306 Telephone: (201) 795-4555 ext. 201

Sheena Collum Village President Township of South Orange Village Village Hall 101 South Orange Avenue South Orange, NJ 07079 Telephone: (973) 378-7715

Anthony M. Noce Skymark Development Company 210 Route 4 East Suite 204 Paramus, NJ 07652 Telephone: (201) 489-0270

Cost Proposal



AGREEMENT

THIS AGREEMENT ("Agreement"), made as of this day of	2.0	by and
between the Borough of Roselle Park, in the County of Union, a public body corporate	and polit	ic of the
State of New Jersey, herein designated as the "Client" and McMANIMON, S	SCOTLA	ND &
BAUMANN, LLC, Attorneys at Law with offices at 75 Livingston Avenue,	Roselan	d New
Jersey 07068, hereinafter designated as "Special Counsel":	resorum	a, 11011

WITNESSETH:

A. GENERAL SERVICES

- 1. The Client desires to engage Special Counsel for general legal services in connection with its various redevelopment projects (the "Redevelopment Projects").
- 2. Services rendered to the Client shall be billed at the blended hourly rate of \$225 for attorneys and \$135 for legal assistants. In the event that Special Counsel is required to represent the Client in litigation/dispute resolution matters, the blended hourly rate shall be the same.
- 3. Services rendered to the Client the cost of which is reimbursed by a developer through a developer-funded escrow account pursuant to an escrow agreement between the developer and the Client shall be billed at the blended hourly rate of \$350 for attorneys and \$190 for legal assistants. In addition to the hourly time charges described above, Counsel will be reimbursed for out-of-pocket expenses as set forth in paragraph B(3)(g).

B. SERVICES RELATING TO FINANCINGS

- 1. The Client is authorized by law to undertake a variety of financings in connection with its Redevelopment Projects. In addition to the services to be provided in connection with paragraph A, the Client desires to engage Special Counsel for specialized legal services in connection with the negotiation and authorization of a financial agreement with respect to payments in lieu of tax, the authorization and issuance of bonds or other obligations for the various Redevelopment Projects it determines to undertake, pursuant to the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq., the Redevelopment Area Bond Financing Law, N.J.S.A. 40A:12A-64 et seq., the New Jersey Economic Stimulus Act of 2009, or other applicable law.
- 2. Special Counsel, in consideration of the making and the signing of this Agreement, agrees to render the following services:
- a. Special Counsel will meet with the members of the Client and its representatives and advisors, including its planning consultants, engineers, financial advisors, underwriters or others, as often as necessary for the development of the financing plan. Special Counsel will review or draft all documents necessary to effectuate the financing plan, including the ordinance or the resolution establishing the Client, if applicable, the general bond resolution, any supplemental bond resolutions or trust indentures and other operative documents. In developing the financial plan, Special Counsel will give advice with respect to tax law, securities law and state law consequences and will review the proposed use of bond proceeds in light of the Internal Revenue Code and the Regulations promulgated by the Treasury with regard to "Arbitrage Bonds" in order to ensure the Client's ability to issue tax-exempt bonds, if applicable.

- b. Special Counsel will assemble a certified record of proceedings to evidence the establishment of the Client, if applicable, the appointment and the validity of its membership, the effectiveness of the general bond resolution, any supplemental resolutions, trust indentures or other operative documents, the proper authorization and the effectiveness of the subsidy agreement, if any, and the bond purchase agreement, the enforceability of any covenants undertaken by the Client for the protection of bondholders and the proper authorization and issuance of the bonds or other obligations of the Client.
- c. Special Counsel will supervise the legal aspects of the sale of the bonds or other obligations, whether at competitive or negotiated sale. Special Counsel will meet with the members of the Client, the financial advisors and the underwriters and will review such documents as underwriting agreements, bond purchase agreements and similar documents relating to the sale of the bonds or other obligations. Special Counsel will review those portions of the official statement relating to the legal proceedings required to issue the bonds or other obligations and will review drafts of the official statement in order to ensure compliance with law and substantial adherence to generally accepted financial disclosure guidelines issued by the Municipal Finance Officers Association. Special Counsel services in this regard would not include a due diligence inquiry or the rendering of an opinion with respect to due diligence, which is generally provided by counsel to the underwriter. Special Counsel will attend meetings with the rating agencies as necessary to assist in obtaining a favorable credit rating for bond issues of the Client. If requested, Special Counsel will attend and participate in information meetings deemed appropriate by the financial advisor or underwriter to acquaint the municipal bond market with new issues of bonds or other obligations of the Client.
- d. Special Counsel will prepare or arrange for the preparation of the bonds or other obligations for execution, will prepare and see to the execution of the necessary closing certificates and will establish the time and the place for delivery of the bonds or other obligations to the purchaser. Special Counsel will attend the closing with the appropriate officials, at which time the bonds or other obligations will be delivered, payment will be made for the bonds or other obligations, and Special Counsel will issue a final approving legal opinion with respect to the validity of the bonds or other obligations and the various covenants undertaken by the Client for the protection of its bondholders. This opinion will be in a form acceptable to the financial community and will be printed on the bonds or other obligations.
- e. Throughout the course of these services, Special Counsel will be available for meetings and conversations with the members of the Client, its planning consultants, engineers, financial advisors and underwriters and its other representatives, officials or professionals, and Special Counsel will be available to answer questions raised by members of the investment community with respect to the obligations of the Client.
- 3. The Client will make payment to Special Counsel for services rendered in accordance with the following schedule:
- a. Services rendered in connection with the issuance of bonds pursuant to the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq., the Redevelopment Area Bond Financing Law, N.J.S.A. 40A:12A-64 et seq., the New Jersey Economic Stimulus Act of 2009, or other applicable law, will be billed (i) if issued in the manner set forth in the Local Bond Law, in accordance with the fee schedule set forth in paragraph 3(h) or (ii) in accordance with an agreed upon fee at the time of issuance if issued pursuant to a trust indenture or general bond resolution.

- b. Services rendered in connection with the preparation of any disclosure documents or other similar documents will be billed at hourly rates set forth in paragraph A(2) or (3), as applicable.
- c. Financing related services rendered beyond the scope of those described above will be billed at the hourly rates set forth in paragraph A(2) or (3), as applicable.
- d. In the event of a refunding bond issue consistent with the provisions of the Internal Revenue Code to provide for the payment of a prior issue of bonds issued pursuant to paragraph 3(a)(i), an additional fee of \$5,000 will be charged. In the event of a refunding bond issue consistent with the provisions of the Internal Revenue Code to provide for the payment of a prior issue of bonds issued pursuant to paragraph 3(a)(ii), an additional fee of \$15,000 will be charged
- e. In the event that a letter of credit or other credit enhancement (not including a standard insurance policy), is issued in connection with either a bond or temporary financing, an additional fee of \$25,000 will be charged.
- f. Counsel's fee is usually paid at the closing of the bonds or notes, and Counsel customarily does not submit any statement until the closing unless there is a substantial delay in completing the financing. In the event that legal services described herein are provided in connection with a bond or note sale and the bond or note sale is not consummated or is completed without the delivery of Counsel's bond opinion as bond counsel, or this Agreement is terminated prior to the sale of bonds or notes, Counsel services will be billed at the hourly rates set forth in paragraph A(2) or (3), as applicable.
- g. Customary disbursements shall be added to the fees referred to in this Agreement. These may include photocopying, express delivery charges, travel expenses, telecommunications, telecopy, filing fees, computer-assisted research, book binding, messenger service or other costs advanced on behalf of the Client.
- h. For services rendered in connection with bonds issued pursuant to paragraph 3(a)(i), a fee of \$3,500, plus \$1.00 per thousand dollars of bonds issued for the first \$15,000,000 of bonds issued and \$.75 per thousand dollars of bonds issued in excess of \$15,000,000. If there is more than 1 series of bonds issued, there will be an additional charge of \$1,000 for each such additional series.
- i. For services rendered in connection with each temporary financing, a fee equal to the greater of (i) the aggregate hourly rates reflected in paragraph A(2) or (3), as applicable, with a minimum fee of \$.50 per thousand dollars of notes issued up to \$15,000,000 of notes issued and \$.40 per \$1,000 of notes in excess of \$15,000,000 or (ii) \$10,000. If more than one series of notes are issued, there will be an additional charge of \$500 for each such additional series.
- j. Complex financings in connection with redevelopment projects, including securitizations of payments-in-lieu of taxes, may include an additional fixed fee component to be determined at the time of issuance of such bond issue.

C. GENERAL PROVISIONS

1. Upon execution of this Agreement, the Client will be Special Counsel's client and an attorney-client relationship will exist between Client and Special Counsel. Special Counsel assumes that all other parties will retain such counsel, as they deem necessary and appropriate to represent their

interests in the transactions contemplated hereby. Special Counsel's services are limited to those contracted for in this Agreement; the Client's execution of this Agreement will constitute an acknowledgment of those limitations. Special Counsel's representation of the Client will not affect, however, our responsibility to render an objective bond opinion. Special Counsel's representation of the Client and the attorney-client relationship created by this Agreement will be concluded upon termination of this Agreement.

- 2. At the request of the Client, papers and property furnished by the Client will be returned promptly upon receipt of payment for outstanding fees and Client charges. Special Counsel's own files, including lawyer work product, pertaining to the transactions contemplated hereby will be retained by Special Counsel. For various reasons, including the minimization of unnecessary storage expenses, Special Counsel reserves the right to dispose of any documents or other materials retained by Special Counsel after the termination of this Agreement.
- 3. Special Counsel and the Client hereby incorporate into this contract the mandatory language of N.J.A.C. 17:27-3.4(a) and the mandatory language of N.J.A.C. 17:27-3.6(a) promulgated pursuant to N.J.S.A. 10:5-31 to 38 (P.L. 1975, c. 127, as amended and supplemented from time to time), and Special Counsel agrees to comply fully with the terms, the provisions and the conditions of N.J.A.C. 17:27-3.4(a) and N.J.A.C. 17:27-3.6(a), provided that N.J.A.C. 17:27-3.4(a) shall be applied.
- 4. Special Counsel and the Client hereby incorporate into this contract the provisions of Title 11 of the Americans With Disabilities Act of 1990 (42 USC S121 01 et seq.), which prohibits discrimination on the basis of disability by public entities in all services, programs and activities provided or made available by public entities, and the rules and regulations promulgated thereunder.
- 5. The primary contact attorney for services performed pursuant to this Agreement shall be Joseph P. Baumann, Jr.
- 6. Special Counsel hereby represents that it has filed with the Client proof of professional liability insurance with coverage amounts acceptable to the Client.
- 7. This Agreement shall be in full force and effect until such time as either party gives written notice to the other of termination.

IN WITNESS WHEREOF, the Borough has caused this Agreement to be duly executed by its proper officers and has caused its corporate seal to be hereto affixed, and Special Counsel has caused this Agreement to be duly executed by the proper party as of the day and year first above written.

BOROUGH OF ROSELLE PARK

ATTEST:	
	By:
	McMANIMON, SCOTLAND & BAUMANN, LLC
	By: